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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

, and ending

Name of foundation The Fain Foundation		A Employer identification number 75-6016679
Number and street (or P O box number if mail is not delivered to street address) 807 8th Street, 2nd Floor		B Telephone number 940-322-4436
City or town, state or province, country, and ZIP or foreign postal code Wichita Falls, TX 76301-3381		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 15,740,371.53	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		849.81	849.81		Statement 1
4 Dividends and interest from securities		438,948.63	438,948.63		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,028,713.45			
b Gross sales price for all assets on line 6a 7,384,352.06					
7 Capital gain net income (from Part IV, line 2)			1,028,713.45		
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		1,341.27	1,341.27		Statement 3
12 Total Add lines 1 through 11		1,469,853.16	1,469,853.16		
13 Compensation of officers, directors, trustees, etc		90,000.00	45,000.00		45,000.00
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 4		25,000.00	12,500.00		12,500.00
c Other professional fees Stmt 5		72,100.28	72,100.28		0.00
17 Interest					
18 Taxes Stmt 6		17,160.81	3,798.87		0.00
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7		259.70	259.70		0.00
24 Total operating and administrative expenses Add lines 13 through 23		204,520.79	133,658.85		57,500.00
25 Contributions, gifts, grants paid		1,770,291.67			1,770,291.67
26 Total expenses and disbursements Add lines 24 and 25		1,974,812.46	133,658.85		1,827,791.67
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<504,959.30>			
b Net investment income (if negative, enter -0-)			1,336,194.31		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			125,466.96	206,307.58	206,307.58
	2 Savings and temporary cash investments			281,213.86	182,741.67	182,741.67
	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 Stmt 8	6,054,918.76	5,527,365.82	10,790,704.32		
	c Investments - corporate bonds Stmt 9	4,636,821.92	4,681,204.84	4,560,022.58		
	Liabilities	11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶						
12 Investments - mortgage loans						
13 Investments - other						
14 Land, buildings, and equipment: basis ▶						
Less accumulated depreciation ▶						
15 Other assets (describe ▶ Statement 10)		2,151.15	595.38	595.38		
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		11,100,572.65	10,598,215.29	15,740,371.53		
17 Accounts payable and accrued expenses			2,601.94			
18 Grants payable						
Net Assets or Fund Balances	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)	0.00	2,601.94			
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds	0.00	0.00			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	10,565,258.12	10,565,258.12			
	29 Retained earnings, accumulated income, endowment, or other funds	535,314.53	30,355.23			
30 Total net assets or fund balances	11,100,572.65	10,595,613.35				
31 Total liabilities and net assets/fund balances	11,100,572.65	10,598,215.29				

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	11,100,572.65
2 Enter amount from Part I, line 27a	2	<504,959.30>
3 Other increases not included in line 2 (itemize) ▶	3	0.00
4 Add lines 1, 2, and 3	4	10,595,613.35
5 Decreases not included in line 2 (itemize) ▶	5	0.00
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,595,613.35

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a Schedule 3	P	Various	Various
b Schedule 3	P	Various	Various
c Litigation settlements	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 1,086,702.92		1,174,568.98	<87,866.06>
b 6,237,242.41		5,181,069.63	1,056,172.78
c 333.88			333.88
d 60,072.85			60,072.85
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<87,866.06>
b			1,056,172.78
c			333.88
d			60,072.85
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	1,028,713.45
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	923,852.78	16,696,073.47	.055334
2014	868,264.58	16,981,885.16	.051129
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

2 Total of line 1, column (d)	2	.249227
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	.049845
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	16,034,604.88
5 Multiply line 4 by line 3	5	799,244.88
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,361.94
7 Add lines 5 and 6	7	812,606.82
8 Enter qualifying distributions from Part XII, line 4	8	1,827,791.67

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	13,361.94
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.00
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	13,361.94
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.00
3 Add lines 1 and 2		5	13,361.94
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 10,760.00		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 2,700.00		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	13,460.00
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	98.06
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax <input checked="" type="checkbox"/> 98.06 Refunded <input type="checkbox"/>		11	0.00

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0.00 (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.00		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

	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)		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)		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	X	
14 The books are in care of Freemon, Shapard & Story Telephone no. 940-322-4436 Located at 807 8th St., 2nd Floor, Wichita Falls, TX ZIP+4 76301		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A		
16 At any time during calendar year 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here 1b		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years 2a		
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. 2b		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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		
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)**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

If "Yes" to 6b, file Form 8870.

X

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
Schedule 7				
	0.00	90,000.00	0.00	0.00

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
Bank of America	Investment Fees	72,100.28
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 N/A	
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	0.00

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	15,437,592.47
b	Average of monthly cash balances	1b	833,763.50
c	Fair market value of all other assets	1c	7,430.71
d	Total (add lines 1a, b, and c)	1d	16,278,786.68
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	16,278,786.68
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	244,181.80
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,034,604.88
6	Minimum investment return. Enter 5% of line 5	6	801,730.24

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	801,730.24
2a	Tax on investment income for 2016 from Part VI, line 5	2a	13,361.94
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,361.94
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	788,368.30
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	788,368.30
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	788,368.30

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	1,827,791.67
b	Program-related investments - total from Part IX-B	1b	0.00
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,827,791.67
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	13,361.94
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,814,429.73

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				788,368.30
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			0.00	
b Total for prior years:		0.00		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015	64,458.61			
f Total of lines 3a through e	64,458.61			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$1,827,791.67				
a Applied to 2015, but not more than line 2a			0.00	
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 2016 distributable amount				788,368.30
e Remaining amount distributed out of corpus	1,039,423.37			
5 Excess distributions carryover applied to 2016 (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	1,103,881.98			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				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 2011 not applied on line 5 or line 7	0.00			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,103,881.98			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015	64,458.61			
e Excess from 2016	1,039,423.37			

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(i)(3) or ☐ 4942(i)(5)

- 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(i)(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).)

Schedule 7

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

None

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

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

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

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

- c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<div>a Paid during the year</div> <div>Schedule 6</div>				<div>1,770,291.67</div>
<div>Total</div>				<div>▶ 3a 1,770,291.67</div>
<div>b Approved for future payment</div> <div>None</div>				
<div>Total</div>				<div>▶ 3b 0.00</div>

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

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		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	849.81		
4 Dividends and interest from securities			14	438,948.63		
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			15	1,341.27		
8 Gain or (loss) from sales of assets other than inventory			18	1,028,713.45		
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)		0.00		1,469,853.16		0.00
13 Total. Add line 12, columns (b), (d), and (e)						1,469,853.16

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

[illegible]

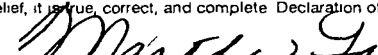

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		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.		

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	 Signature of officer or trustee		7-21-17 Date		Title		
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date	Check <input type="checkbox"/> if self-employed	PTIN
	Mac Cannedy				7/21/17		P00123468
	Firm's name ▶ Freemon, Shapard & Story					Firm's EIN ▶ 75-0706311	
	Firm's address ▶ 807 8th Street, 2nd Floor Wichita Falls, TX 76301-3381					Phone no. (940) 322-4436	

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Schedule 1	849.81	849.81	
Total to Part I, line 3	849.81	849.81	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Schedule 2	499,021.48	60,072.85	438,948.63	438,948.63	
To Part I, line 4	499,021.48	60,072.85	438,948.63	438,948.63	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Schedule 1	1,341.27	1,341.27	
Total to Form 990-PF, Part I, line 11	1,341.27	1,341.27	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	25,000.00	12,500.00		12,500.00
To Form 990-PF, Pg 1, ln 16b	25,000.00	12,500.00		12,500.00

Form 990-PF	Other Professional Fees	Statement	5
-------------	-------------------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	72,100.28	72,100.28		0.00
To Form 990-PF, Pg 1, ln 16c	72,100.28	72,100.28		0.00

Form 990-PF	Taxes	Statement	6
-------------	-------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	17,160.81	3,798.87		0.00
To Form 990-PF, Pg 1, ln 18	17,160.81	3,798.87		0.00

Form 990-PF	Other Expenses	Statement	7
-------------	----------------	-----------	---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	259.70	259.70		0.00
To Form 990-PF, Pg 1, ln 23	259.70	259.70		0.00

Form 990-PF	Corporate Stock	Statement	8
-------------	-----------------	-----------	---

Description	Book Value	Fair Market Value
Schedule 4	5,527,365.82	10,790,704.32
Total to Form 990-PF, Part II, line 10b	5,527,365.82	10,790,704.32

Form 990-PF	Corporate Bonds	Statement	9
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Description	Book Value	Fair Market Value
Schedule 4	4,681,204.84	4,560,022.58
Total to Form 990-PF, Part II, line 10c	4,681,204.84	4,560,022.58

Form 990-PF	Other Assets	Statement	10
-------------	--------------	-----------	----

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Prepaid excise tax	1,892.29	0.00	0.00
Purchased interest	258.86	595.38	595.38
To Form 990-PF, Part II, line 15	2,151.15	595.38	595.38

Schedule 1

REVENUE AND EXPENSES

THE FAIN FOUNDATION - TIN 75-6016679

Year 2016

REVENUE

Contributions received		\$	
Interest on savings & temporary cash investments			849 81
Dividends and interest from securities - Sch 2			438,948.63
Gain (loss) from sale of assets - Sch 3	\$	968,306 72	
Capital gain distributions - Sch 2		60,072 85	
Litigation settlements		<u>333 88</u>	1,028,713 45
Other income:			
Gross royalties			<u>1,341 27</u>
Total			\$ 1,469,853 16

EXPENSES

Compensation of officers & directors - Sch 7	\$	90,000 00	
Accounting - Freemon, Shapard & Story		25,000.00	
Other professional fees - Bank of America		72,100 28	
Interest			
Taxes:			
Excise	\$	13,361 94	
Foreign		3,649 02	
Ad valorem tax - Royalties		87 94	
Severance tax - Royalties		<u>61 91</u>	17,160 81
Other			
Miscellaneous		259 70	
Grants and contributions paid -			
Sch. 6		<u>1,770,291 67</u>	<u>1,974,812 46</u>
Net revenue in excess of expenses	\$		(504,959 30)
Net worth 12-31-15			<u>10,565,258 12</u>
Net worth 12-31-16			<u>\$10,060,298 82</u>

Schedule 2

DIVIDENDS AND INTEREST FROM SECURITIES

THE FAIN FOUNDATION - TIN 75-6016679

Year 2016

	<u>Totals</u>	<u>Ordinary</u>	<u>Long Term Capital Gain Distributions</u>
DIVIDENDS			
Actelion, Ltd.	\$ 302 99	\$ 302 99	\$
Aflac	1,722 00	1,722 00	
AT&T, Inc.	11,280 00	11,280 00	
American Electric Power	2,270 00	2,270 00	
Apple Computer Inc	6,792 03	6,792 03	
Anheuser Busch Inbev SA/NV	1,341 04	1,341 04	
BB&T	2,530 00	2,530 00	
Blackrock, Inc	4,580 00	4,580 00	
CVS Caremark Corp	2,839 00	2,839 00	
Cisco System, Inc	3,120 00	3,120 00	
Citigroup, Inc	1,156 88	1,156 88	
Coca Cola Co	3,500 00	3,500 00	
Columbia FDS Ser Tr Mid Cap Index	44,661 65	7,261 32	37,400 33
Columbia FDS Ser Tr Small Cap Index	27,452 93	4,780 41	22,672 52
Comcast Corp	1,075 00	1,075 00	
Core Laboratories NV	515 35	515 35	
Corning, Inc	3,780 00	3,780 00	
Dassault Systemes	218 64	218 64	
DB X-Trackers MSCI	6,583 23	6,583 23	
Delphi Automotive PLC	550 71	550 71	
Disney, Walt Co	274 06	274 06	
Discover Fin'l Svcs	450 00	450 00	
Du Pont (El) De Nemours & Co	2,280 00	2,280 00	
Exxon Mobil	21,215 00	21,215 00	
Fanuc Ltd Japan Sedol	669 64	669 64	
General Electric	12,880 00	12,880 00	
Gilead Sciences, Inc	1,590 65	1,590 65	
Goldman Sachs Group, Inc	495 30	495 30	
HP, Inc	3,472 00	3,472 00	
Hanesbrands, Inc	263 33	263 33	
Hewlett Packard Enterprise	220 00	220 00	
Hitachi	291 41	291 41	
Home Depot, Inc	966 00	966 00	
ICICI Bk Ltd ADR	582 68	582 68	
Intel Corp	2,730 00	2,730 00	
International Business Machines	4,800 00	4,800 00	
Ishares Tr Russell 2000 Index Fund	1,854 40	1,854 40	
Ishares Dow Jones EPAC Select	10,403 07	10,403 07	
Johnson & Johnson	12,175 00	12,175 00	
JP Morgan Chase & Co	5,520 00	5,520 00	
JP Morgan Alerian MLP	2,146 80	2,146 80	

	Totals	Ordinary	Long Term Capital Gain Distributions
Keyence Corp	149 65	149 65	
Kuka AG	89 56	89 56	
Lockheed Martin Corp	3,715 00	3,715 00	
Mastercard, Inc	297.16	297.16	
McDonalds Corp	12,610 00	12,610 00	
Metlife, Inc.	1,200.00	1,200 00	
Microsoft	4,230 00	4,230.00	
Monsanto Co.	1,753.92	1,753 92	
NIDEC Corp	407 75	407.75	
Novozymes A/S B Shares	385.63	385 63	
Novo-Nordisk A/S ADR	710 94	710.94	
NRG Energy, Inc.	612.50	612 50	
Onex Corp	117 94	117.94	
Pepsico	21,047.50	21,047 50	
Pfizer, Inc	16,200 00	16,200 00	
Phillips 66	2,548.00	2,548 00	
Proctor & Gamble	3,205 68	3,205 68	
Renaissance Holdings Ltd	296 98	296.98	
Roche Hldgs	857 53	857 53	
Roche Hldgs Sponsored ADR	5,292 71	5,292.71	
Schlumberger, Ltd	1,050.00	1,050 00	
Sempra Energy	528 50	528.50	
Softbank Corp	218 98	218 98	
Starbucks Corp.	375 00	375.00	
TJX Cos. Inc.	990 00	990 00	
Tencent Holdings, Ltd	109.08	109 08	
Texas Instruments	7,700 00	7,700.00	
Toyota Motors Corp	3,786 60	3,786 60	
3M Co	6,438 00	6,438 00	
Travelers Cos , Inc	2,560 00	2,560 00	
United Technologies	5,240 00	5,240 00	
Unitedhealth Group	3,325 00	3,325 00	
Visa, Inc Cl A	2,056 50	2,056 50	
Wells Fargo Co	3,977 50	3,977 50	
Williams Companies	3,360 00	3,360 00	
Wyndham Worldwide Corp.	1,000 00	1,000 00	
Xerox Corp.	560 00	560 00	
Totals - Dividends	\$ 330,554 40	\$ 270,481 55	\$ 60,072 85

INTEREST

Taxable

Corporate Bonds

Adobe Systems	\$ 1,625 00	\$ 1,625 00	\$
Actavis Fdg Scs	464 44	464 44	
Aetna, Inc	75 50	75 50	
Aetna, Inc	109 18	109 18	
Allstate Corp SR NT	1,575 00	1,575 00	
Anheuser Busch Inbev Worldwide	1,750 00	1,750 00	
Anheuser Busch Inbev Fin	3 60	3 60	
AT&T Inc	2,900 00	2,900 00	
Autozone, Inc	520 83	520 83	
Bank New York Inc	2,725 00	2,725 00	
Bear Stearns Coml Mtg Secs	2,161 07	2,161 07	
Berkshire Hathaway Fin Corp	1,747 22	1,747 22	
Blackrock, Inc	787 50	787 50	

	Totals	Ordinary	Long Term Capital Gain Distributions
Boeing Co	2,261 46	2,261 46	
CFCRE Coml. Mtg Tr	390 08	390.08	
Capital One Finl. Corp	807 29	807 29	
Chevron Corp	1,904 38	1,904 38	
Cisco Sys Inc SR NT	1,375 00	1,375 00	
Citigroup Inc Global SR NT	1,687 50	1,687 50	
Clorox Co	1,054 79	1,054.79	
Comcast Corp	1,349 83	1,349 83	
Comm 2013-LC6 Mtg. Tr	667 07	667 07	
CVS Caremark Corp	1,437.49	1,437 49	
Deere John Cap Corp	2,875 00	2,875 00	
Dow Chem Co	2,125 00	2,125.00	
Duke Energy Corp	183.75	183 75	
FHLMC	3,113 02	3,113.02	
FHLMC	3,823.88	3,823 88	
FHLMC	4,346 10	4,346.10	
FHLMC	4,208.75	4,208 75	
FHLMC	5,083 33	5,083 33	
FNMA	10,500.00	10,500 00	
FNMA	2,556.21	2,556 21	
FNMA	2,803 79	2,803 79	
FNMA Notes	1,874 94	1,874 94	
FNMA	5,389 93	5,389 93	
FNMA	2,560 24	2,560.24	
FNMA	4,207 65	4,207.65	
FNMA	2,587.00	2,587.00	
FNMA	624 97	624 97	
Fidelity Nat'l Information Svcs	425 00	425 00	
Fifth Third Bancorp	906 25	906.25	
Ford Mtr Cr Co	787 50	787 50	
General Electric Cap Corp	1,304.47	1,304 47	
General Electric Cap Corp	1,293 75	1,293 75	
Georgia Power	1,266 67	1,266 67	
Goldman Sachs Group Inc	2,000 00	2,000 00	
Home Depot Inc	1,478 89	1,478.89	
Honeywell Intl Inc SR NT	3,091 66	3,091 66	
Intel Corp	1,993 75	1,993.75	
JP Morgan Chase & Co	1,065 27	1,065 27	
JP Morgan Chase & Co	581 25	581 25	
JP Morgan Chase Coml Mtg Sec	1,136 00	1,136 00	
Kroger Co	3,075 00	3,075 00	
Manufacturers & Traders Tr	340 45	340 45	
McDonald's Corp	2,030 00	2,030 00	
McKesson Corp	411 23	411 23	
MetLife Inc	1,687 50	1,687 50	
MetLife Inc	745 00	745 00	
Microsoft Corp	1,025 00	1,025 00	
Morgan Stanley	419 79	419 79	
Morgan Stanley Cap I Tr 2006	1,031 10	1,031 10	
Northrop Grumman Corp	1,625 00	1,625 00	
Oracle Corp/ Ozark Hldg Inc	1,312 50	1,312 50	
Procter & Gamble	1,519 86	1,519 86	
Prudential Finl Inc	1,750 00	1,750 00	
Target Corp	1,679 17	1,679 17	
Time Warner Inc	1,311 28	1,311 28	
21st Century Fox Amer	1,686 02	1,686 02	
United Technologies Corp NT	2,582 99	2,582 99	

	<u>Totals</u>	<u>Ordinary</u>	<u>Long Term Capital Gain Distributions</u>
Verizon Communications Inc	2,075.00	2,075 00	
WFRBS Coml. Mtg Tr. 2012-C-6	360 27	360 27	
WFRBS Coml. Mtg. Tr 2013-C12	82.12	82 12	
Walmart Stores Inc.	2,900 00	2,900.00	
Walgreen Co	1,050.56	1,050 56	
Waste Mgmt Inc	1,055.56	1,055 56	
Wells Fargo & Co.	1,961.39	1,961.39	
Wells Fargo Coml Mtg Tr 2016-C32	154.13	154 13	
Westpac Bkg Corp	116 67	116 67	
US Government			
US Treasury Notes	<u>28,906 24</u>	<u>28,906 24</u>	
Total taxable interest	<u>\$ 168,467 08</u>	<u>\$ 168,467 08</u>	<u>\$</u>
Tax-Exempt			
None	<u>\$</u>	<u>\$</u>	<u>\$</u>
Totals - Interest	<u>\$ 168,467.08</u>	<u>\$ 168,467 08</u>	<u>\$</u>
Totals - Dividends and interest	<u>\$ 499,021.48</u>	<u>\$ 438,948 63</u>	<u>\$ 60,072 85</u>

Schedule 3

5/11/2017
10:05:19

FAIN FOUNDATION

(SB-GS)
PAGE 1

GAIN ON SALES OF ASSETS-SHORT TERM 2016

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
BANK OF AMERICA SEC 3065208							
AMAZON COM INC	2/23/2016	8/05/2016	100.00	75,295.35	55,398.00	19,897.35	.00
HEWLETT PACKARD ENTERPRIS	10/22/2015	2/23/2016	4,000.00	51,988.86	61,347.43	.00	9,358.57
LOCKHEED MARTIN CORP	10/19/2015	8/05/2016	100.00	25,745.43	20,910.57	4,834.86	.00
VMWARE INC	10/19/2015	2/23/2016	2,000.00	97,145.28	138,795.00	.00	41,649.72
XEROX CORP	10/19/2015	2/23/2016	8,000.00	76,069.53	81,478.40	.00	5,408.87
*** BANK OF AMERICA SEC 3065208 ***			14,200.00	326,244.45	357,929.40	.00	31,684.95
BANK OF AMERICA SEC 1966118							
ACADIA HEALTHCARE CO INC	4/19/2016	8/03/2016	17.00	959.03	988.42	.00	29.39
APPLE INC	5/24/2016	8/03/2016	12.00	1,252.35	1,130.73	121.62	.00
APPLE INC	5/24/2016	10/27/2016	87.00	10,224.59	8,197.80	2,026.79	.00
APPLE INC	5/24/2016	12/07/2016	6.00	657.31	565.37	91.94	.00
BERKSHIRE HATHAWAY INC	8/07/2015	8/03/2016	13.00	1,875.40	1,860.07	15.33	.00
CITIGROUP INC	10/18/2016	12/07/2016	13.00	731.29	626.56	104.73	.00
CHIPOTLE MEXICAN GRILL IN	6/23/2015	1/06/2016	15.00	6,397.87	9,249.92	.00	2,852.05
DELPHI AUTOMOTIVE PLC	1/15/2016	8/03/2016	15.00	1,018.25	1,153.70	.00	135.45
DELPHI AUTOMOTIVE PLC	1/15/2016	12/07/2016	18.00	1,151.70	1,384.44	.00	232.74
DISNEY WALT CO.	1/12/2016	8/03/2016	12.00	1,154.55	1,214.94	.00	60.39
DISNEY WALT CO.	1/12/2016	12/07/2016	13.00	1,278.06	1,316.18	.00	38.12
CORE LABORATORIES N V	5/26/2016	8/03/2016	9.00	1,046.54	1,070.89	.00	24.35
CORE LABORATORIES N V	5/26/2016	12/07/2016	10.00	1,138.12	1,189.88	.00	51.76
DYNAVAX TECHNOLOGIES CORP	1/07/2016	8/03/2016	43.00	666.64	1,227.99	.00	561.35
DYNAVAX TECHNOLOGIES CORP	1/07/2016	9/12/2016	94.00	1,254.49	2,684.43	.00	1,429.94

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GAIN ON SALES OF ASSETS-SHORT TERM 2016

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
DYNAVAX TECHNOLOGIES CORP	9/25/2015	9/12/2016	82.00	1,101.91	2,162.72	.00	1,060.81
DYNAVAX TECHNOLOGIES CORP	10/02/2015	9/12/2016	7.00	94.07	189.13	.00	95.06
DYNAVAX TECHNOLOGIES CORP	10/02/2015	9/12/2016	44.00	591.27	1,141.24	.00	549.97
DYNAVAX TECHNOLOGIES CORP	11/10/2015	9/12/2016	8.00	107.50	204.94	.00	97.44
DYNAVAX TECHNOLOGIES CORP	11/10/2015	9/12/2016	21.00	282.20	538.55	.00	256.35
DYNAVAX TECHNOLOGIES CORP	1/07/2016	9/12/2016	36.00	483.76	1,006.81	.00	523.05
DYNAVAX TECHNOLOGIES CORP	1/07/2016	9/12/2016	214.00	2,875.71	6,111.37	.00	3,235.66
DYNAVAX TECHNOLOGIES CORP	9/28/2015	9/12/2016	7.00	89.75	176.02	.00	86.27
DYNAVAX TECHNOLOGIES CORP	11/03/2015	9/12/2016	20.00	256.43	509.07	.00	252.64
DYNAVAX TECHNOLOGIES CORP	11/03/2015	9/12/2016	47.00	602.61	1,194.94	.00	592.33
DYNAVAX TECHNOLOGIES CORP	11/09/2015	9/12/2016	33.00	423.11	843.59	.00	420.48
DYNAVAX TECHNOLOGIES CORP	11/10/2015	9/12/2016	11.00	141.04	281.79	.00	140.75
DYNAVAX TECHNOLOGIES CORP	11/10/2015	9/12/2016	46.00	589.77	1,169.29	.00	579.52
DYNAVAX TECHNOLOGIES CORP	9/28/2015	9/13/2016	119.00	1,497.58	2,992.34	.00	1,494.76
DYNAVAX TECHNOLOGIES CORP	11/04/2015	9/13/2016	9.00	113.26	224.79	.00	111.53
DYNAVAX TECHNOLOGIES CORP	11/04/2015	9/13/2016	28.00	352.37	700.22	.00	347.85
DYNAVAX TECHNOLOGIES CORP	11/05/2015	9/13/2016	18.00	226.52	447.81	.00	221.29
DYNAVAX TECHNOLOGIES CORP	11/05/2015	9/13/2016	23.00	289.46	572.36	.00	282.90
DYNAVAX TECHNOLOGIES CORP	9/29/2015	9/14/2016	79.00	941.89	1,930.31	.00	988.42
DYNAVAX TECHNOLOGIES CORP	9/30/2015	9/14/2016	49.00	584.21	1,197.05	.00	612.84
DYNAVAX TECHNOLOGIES CORP	9/30/2015	9/14/2016	14.00	166.92	343.82	.00	176.90
DYNAVAX TECHNOLOGIES CORP	10/01/2015	9/14/2016	56.00	667.67	1,383.62	.00	715.95
DYNAVAX TECHNOLOGIES CORP	11/02/2015	9/14/2016	5.00	59.61	122.00	.00	62.39
DYNAVAX TECHNOLOGIES CORP	11/05/2015	9/14/2016	34.00	405.37	845.87	.00	440.50

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GAIN ON SALES OF ASSETS-SHORT TERM 2016

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
DYNAVAX TECHNOLOGIES CORP	11/06/2015	9/14/2016	53.00	631.90	1,305.01	.00	673.11
DYNAVAX TECHNOLOGIES CORP	11/02/2015	9/14/2016	43.00	515.78	1,034.82	.00	519.04
DYNAVAX TECHNOLOGIES CORP	11/02/2015	9/14/2016	4.00	47.98	97.60	.00	49.62
DYNAVAX TECHNOLOGIES CORP	9/29/2015	9/15/2016	3.00	35.81	71.92	.00	36.11
DYNAVAX TECHNOLOGIES CORP	10/30/2015	9/15/2016	18.00	214.85	408.77	.00	193.92
DYNAVAX TECHNOLOGIES CORP	11/02/2015	9/15/2016	9.00	107.43	216.59	.00	109.16
DYNAVAX TECHNOLOGIES CORP	11/02/2015	9/15/2016	23.00	274.53	529.69	.00	255.16
FACEBOOK INC	8/21/2015	2/05/2016	69.00	7,162.43	5,939.74	1,222.69	.00
GOLDMAN SACHS GROUP INC	2/05/2016	8/03/2016	7.00	1,113.57	1,092.96	20.61	.00
GOLDMAN SACHS GROUP INC	2/05/2016	12/07/2016	7.00	1,557.29	1,092.96	464.33	.00
HANESBRANDS INC	1/27/2016	8/03/2016	41.00	1,072.79	1,201.04	.00	128.25
HANESBRANDS INC	1/22/2016	10/18/2016	1,291.00	31,472.86	36,119.24	.00	4,646.38
HANESBRANDS INC	12/31/2016	12/31/2016	.00	.00	134.32CR	134.32	.00
JD.COM INC	11/13/2015	8/03/2016	54.00	1,165.17	1,456.28	.00	291.11
JD.COM INC	11/13/2015	11/02/2016	25.00	646.22	674.20	.00	27.98
JD.COM INC	11/13/2015	11/02/2016	89.00	2,302.68	2,400.16	.00	97.48
LAZARD LTD	4/21/2015	1/08/2016	37.00	1,387.48	2,093.96	.00	706.48
LAZARD LTD	4/21/2015	1/11/2016	29.00	1,060.43	1,641.22	.00	580.79
LAZARD LTD	4/20/2015	1/11/2016	54.00	1,974.60	3,038.45	.00	1,063.85
LAZARD LTD	4/17/2015	1/11/2016	3.00	109.70	168.44	.00	58.74
LAZARD LTD	2/27/2015	1/11/2016	37.00	1,352.96	1,917.79	.00	564.83
LAZARD LTD	2/27/2015	1/11/2016	1.00	36.57	51.80	.00	15.23
LAZARD LTD	2/27/2015	1/12/2016	76.00	2,782.20	3,936.85	.00	1,154.65
LAZARD LTD	2/27/2015	1/12/2016	97.00	3,429.34	5,024.67	.00	1,595.33

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
LAZARD LTD	2/25/2015	1/12/2016	1.00	35.35	51.13	.00	15.78
LAZARD LTD	2/25/2015	1/13/2016	198.00	6,696.00	10,123.08	.00	3,427.08
LAZARD LTD	2/25/2015	1/14/2016	52.00	1,777.14	2,658.59	.00	881.45
LAZARD LTD	2/26/2015	1/14/2016	75.00	2,563.18	3,830.75	.00	1,267.57
LAZARD LTD	12/02/2015	1/14/2016	185.00	6,322.52	8,400.11	.00	2,077.59
LAZARD LTD	12/02/2015	1/14/2016	28.00	956.92	1,272.75	.00	315.83
LAZARD LTD	12/08/2015	1/14/2016	2.00	68.35	91.61	.00	23.26
MASTERCARD INC	1/06/2016	8/03/2016	13.00	1,242.84	1,220.47	22.37	.00
MASTERCARD INC	1/06/2016	11/02/2016	6.00	643.83	563.30	80.53	.00
MOBILEYE NV	10/02/2015	8/03/2016	32.00	1,521.54	1,580.41	.00	58.87
MOBILEYE NV	10/02/2015	8/31/2016	13.00	617.49	642.04	.00	24.55
MOBILEYE NV	10/02/2015	8/31/2016	65.00	3,096.83	3,210.21	.00	113.38
MOBILEYE NV	10/02/2015	8/31/2016	29.00	1,381.65	1,431.50	.00	49.85
MOBILEYE NV	10/02/2015	9/01/2016	14.00	668.94	691.07	.00	22.13
NEW ORIENTAL ED & TECHNOL	8/31/2016	12/07/2016	315.00	13,214.81	12,719.43	495.38	.00
PALO ALTO NETWORKS INC	5/18/2016	10/18/2016	143.00	21,647.67	18,981.89	2,665.78	.00
QUANTA SVCS INC	6/26/2015	1/22/2016	161.00	2,880.35	4,766.52	.00	1,886.17
QUANTA SVCS INC	6/29/2015	1/22/2016	28.00	500.93	812.96	.00	312.03
QUANTA SVCS INC	6/29/2015	1/22/2016	62.00	1,109.20	1,802.72	.00	693.52
QUANTA SVCS INC	6/29/2015	1/25/2016	258.00	4,625.29	7,490.82	.00	2,865.53
QUANTA SVCS INC	7/06/2015	1/25/2016	19.00	340.62	549.67	.00	209.05
QUANTA SVCS INC	7/06/2015	1/25/2016	1.00	17.93	28.88	.00	10.95
QUANTA SVCS INC	7/06/2015	1/25/2016	42.00	754.17	1,212.85	.00	458.68
QUANTA SVCS INC	7/06/2015	1/26/2016	17.00	303.95	490.92	.00	186.97

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GAIN ON SALES OF ASSETS-SHORT TERM 2016

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
QUANTA SVCS INC	7/06/2015	1/26/2016	106.00	1,893.05	3,061.01	.00	1,167.96
QUANTA SVCS INC	7/07/2015	1/26/2016	32.00	571.49	921.13	.00	349.64
QUANTA SVCS INC	7/07/2015	1/26/2016	25.00	446.47	719.64	.00	273.17
QUANTA SVCS INC	7/07/2015	1/26/2016	58.00	1,035.82	1,668.44	.00	632.62
QUANTA SVCS INC	7/07/2015	1/27/2016	167.00	3,013.71	4,803.96	.00	1,790.25
QUANTA SVCS INC	7/07/2015	1/28/2016	4.00	71.93	115.06	.00	43.13
QUANTA SVCS INC	12/08/2015	1/28/2016	198.00	3,560.34	4,535.69	.00	975.35
QUANTA SVCS INC	12/08/2015	1/28/2016	6.00	107.89	136.52	.00	28.63
QUANTA SVCS INC	12/08/2015	1/29/2016	87.00	1,591.37	1,979.56	.00	388.19
QUANTA SVCS INC	12/02/2015	1/29/2016	231.00	4,225.35	5,217.76	.00	992.41
REGENERON PHARMACEUTICALS	6/03/2016	11/02/2016	2.00	706.93	796.92	.00	89.99
REGENERON PHARMACEUTICALS	6/03/2016	12/07/2016	2.00	746.35	796.92	.00	50.57
TENCENT HOLDINGS LTD	12/11/2015	8/03/2016	59.00	1,417.47	1,148.70	268.77	.00
TENCENT HOLDINGS LTD	12/11/2015	11/02/2016	30.00	804.25	584.09	220.16	.00
TENCENT HOLDINGS LTD	12/11/2015	12/07/2016	34.00	829.26	661.97	167.29	.00
*** BANK OF AMERICA SEC 1966118 ***			6,257.00	198,213.93	243,301.86	.00	45,087.93
BANK OF AMERICA SEC 2251296							
BEAR STEARNS COML MTG 06/	5/25/2016	6/21/2016	.00	167.83	172.29	.00	4.46
BEAR STEARNS COML MTG 06/	5/25/2016	7/13/2016	.00	183.75	188.63	.00	4.88
BEAR STEARNS COML MTG 06/	5/25/2016	8/12/2016	.00	1,750.96	1,797.47	.00	46.51
BEAR STEARNS COML MTG 06/	5/25/2016	9/13/2016	.00	1,937.40	1,988.86	.00	51.46
BEAR STEARNS COML MTG 06/	5/25/2016	10/14/2016	.00	4,207.95	4,319.72	.00	111.77
BEAR STEARNS COML MTG 06/	5/25/2016	11/14/2016	.00	890.27	913.92	.00	23.65

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GAIN ON SALES OF ASSETS-SHORT TERM 2016

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
BEAR STEARNS COML MTG 06/	5/25/2016	12/13/2016	.00	3,339.66	3,428.37	.00	88.71
CFCRE COML MTG TR 12/47	5/19/2016	6/17/2016	.00	5,498.45	5,530.67	.00	32.22
CFCRE COML MTG TR 12/47	5/19/2016	7/15/2016	.00	19,031.67	19,143.18	.00	111.51
CFCRE COML MTG TR 12/47	5/19/2016	8/17/2016	.00	173.47	174.49	.00	1.02
CFCRE COML MTG TR 12/47	5/19/2016	9/16/2016	.00	29,609.16	29,782.65	.00	173.49
CFCRE COML MTG TR 12/47	5/19/2016	10/17/2016	.00	144.21	145.05	.00	.84
CFCRE COML MTG TR 12/47	5/19/2016	11/18/2016	.00	1,469.48	1,478.09	.00	8.61
CFCRE COML MTG TR 12/47	5/19/2016	12/16/2016	.00	143.34	144.18	.00	.84
FHLMC 3.50% D/06-01-35	6/13/2016	7/15/2016	.00	3,921.89	4,146.79	.00	224.90
FHLMC 3.50% D/06-01-35	6/13/2016	8/15/2016	.00	2,432.36	2,571.84	.00	139.48
FHLMC 3.50% D/06-01-35	6/13/2016	9/15/2016	.00	4,033.25	4,264.53	.00	231.28
FHLMC 3.50% D/06-01-35	6/13/2016	10/17/2016	.00	3,705.40	3,917.88	.00	212.48
FHLMC 3.50% D/06-01-35	6/13/2016	11/15/2016	.00	3,417.89	3,613.88	.00	195.99
FHLMC 3.50% D/06-01-35	6/13/2016	12/15/2016	.00	2,784.99	2,944.69	.00	159.70
FHLMC 4.50% D/04-01-31	6/13/2016	7/15/2016	.00	4,794.56	5,247.05	.00	452.49
FHLMC 4.50% D/04-01-31	6/13/2016	8/15/2016	.00	3,117.82	3,412.06	.00	294.24
FHLMC 4.50% D/04-01-31	6/13/2016	9/15/2016	.00	4,026.59	4,406.60	.00	380.01
FHLMC 4.50% D/04-01-31	6/13/2016	10/17/2016	.00	4,911.73	5,375.27	.00	463.54
FHLMC 4.50% D/04-01-31	6/13/2016	11/15/2016	.00	5,088.98	5,569.25	.00	480.27
FHLMC 4.50% D/04-01-31	6/13/2016	12/15/2016	.00	6,094.02	6,669.14	.00	575.12
FHLMC 5.00% D/06-01-41	6/13/2016	7/15/2016	.00	5,225.19	5,826.09	.00	600.90
FHLMC 5.00% D/06-01-41	6/13/2016	8/15/2016	.00	4,221.15	4,706.58	.00	485.43
FHLMC 5.00% D/06-01-41	6/13/2016	9/15/2016	.00	7,851.85	8,754.81	.00	902.96
FHLMC 5.00% D/06-01-41	6/13/2016	10/17/2016	.00	4,695.24	5,235.19	.00	539.95

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GAIN ON SALES OF ASSETS-SHORT TERM 2016

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FHLMC 5.00% D/06-01-41	6/13/2016	11/15/2016	.00	2,426.50	2,705.55	.00	279.05
FHLMC 5.00% D/06-01-41	6/13/2016	12/15/2016	.00	3,372.02	3,759.80	.00	387.78
FNMA 5.00% D/10-01-43	6/13/2016	7/25/2016	.00	6,704.45	7,464.99	.00	760.54
FNMA 5.00% D/10-01-43	6/13/2016	8/25/2016	.00	2,079.85	2,315.78	.00	235.93
FNMA 5.00% D/10-01-43	6/13/2016	9/26/2016	.00	9,319.92	10,377.15	.00	1,057.23
FNMA 5.00% D/10-01-43	6/13/2016	10/25/2016	.00	2,643.98	2,943.91	.00	299.93
FNMA 5.00% D/10-01-43	6/13/2016	11/25/2016	.00	7,074.75	7,877.30	.00	802.55
FNMA 5.00% D/10-01-43	6/13/2016	12/27/2016	.00	2,416.86	2,691.02	.00	274.16
FNMA 3.00% D/09-01-30	6/16/2016	7/25/2016	.00	1,945.66	2,038.99	.00	93.33
FNMA 3.00% D/09-01-30	6/16/2016	8/25/2016	.00	2,867.70	3,005.26	.00	137.56
FNMA 3.00% D/09-01-30	6/16/2016	9/26/2016	.00	3,296.92	3,455.07	.00	158.15
FNMA 3.00% D/09-01-30	6/16/2016	10/25/2016	.00	2,527.72	2,648.97	.00	121.25
FNMA 3.00% D/09-01-30	6/16/2016	11/25/2016	.00	2,091.52	2,191.85	.00	100.33
FNMA 3.00% D/09-01-30	6/16/2016	12/27/2016	.00	2,394.76	2,509.63	.00	114.87
MORGAN STANLEY CAP I TR 1	6/15/2016	7/15/2016	.00	5,998.39	6,056.03	.00	57.64
MORGAN STANLEY CAP I TR 1	6/15/2016	8/15/2016	.00	4,267.71	4,308.72	.00	41.01
MORGAN STANLEY CAP I TR 1	6/15/2016	9/15/2016	.00	18,831.48	19,012.44	.00	180.96
MORGAN STANLEY CAP I TR 1	6/15/2016	10/17/2016	.00	36,963.82	37,319.02	.00	355.20
MORGAN STANLEY CAP I TR 1	6/15/2016	11/15/2016	.00	3,859.10	3,896.18	.00	37.08
TIME WARNER INC CO GTD NT	11/05/2015	5/27/2016	.00	55,148.50	54,431.66	716.84	.00
US TSY NT 3.25% D/12-31-1	8/18/2015	6/24/2016	.00	25,355.47	25,916.02	.00	560.55
US TSY NT 3.50% D/5-15-20	6/09/2015	6/08/2016	.00	163,839.84	162,503.50	1,336.34	.00
WELLS FARGO COML MTG TR 2	10/31/2016	11/18/2016	.00	954.94	956.47	.00	1.53
WELLS FARGO COML MTG TR 2	10/31/2016	12/16/2016	.00	1,063.41	1,065.11	.00	1.70

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
WFRBS COML MTG 2012-C6 04	6/24/2016	7/15/2016	.00	40,886.04	40,949.93	.00	63.89
WFRBS COML MTG 2012-C6 04	6/24/2016	8/17/2016	.00	685.98	687.05	.00	1.07
WFRBS COML MTG 2012-C6 04	6/24/2016	9/16/2016	.00	2,600.35	2,604.41	.00	4.06
WFRBS COML MTG 2012-C6 04	6/24/2016	10/17/2016	.00	9,838.38	9,853.75	.00	15.37
WFRBS COML MTG 2012-C6 04	6/24/2016	11/18/2016	.00	688.05	689.13	.00	1.08
WFRBS COML MTG 2012-C6 04	6/24/2016	12/16/2016	.00	760.27	761.46	.00	1.19
WFRBS COML MTG TR 2013-C1	12/16/2016	12/19/2016	.00	469.69	472.35	.00	2.66
*** BANK OF AMERICA SEC 2251296	***		.00	562,244.54	573,337.72	.00	11,093.18
GRAND TOTALS			20,457.00	1,086,702.92	1,174,568.98	.00	87,866.06

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
BANK OF AMERICA SEC 3065208							
AFLAC INC	2/10/2005	8/26/2016	1,400.00	101,970.27	61,261.21	40,709.06	.00
APPLE INC	2/13/2008	8/26/2016	500.00	54,571.31	8,743.96	45,827.35	.00
AT&T INC	9/22/2005	8/05/2016	500.00	21,531.53	11,894.30	9,637.23	.00
CONOCOPHILLIPS	2/01/2005	2/01/2016	2,300.00	87,680.60	100,755.54	.00	13,074.94
COLUMBIA MID CAP INDEX FU	4/25/2013	6/16/2016	2,462.78	36,178.27	32,607.26	3,571.01	.00
COLUMBIA MID CAP INDEX FU	7/29/2009	6/16/2016	6,359.38	93,419.37	50,684.28	42,735.09	.00
COLUMBIA SMALL CAP CORE F	7/29/2009	2/24/2016	15,662.66	167,590.47	172,289.27	.00	4,698.80
DB X-TRACKERS MSCI EAFE H	5/29/2015	8/26/2016	9,000.00	235,299.86	277,079.40	.00	41,779.54
EXXON MOBIL CORP	10/11/1972	2/23/2016	500.00	40,475.61	1,293.89	39,181.72	.00
EXXON MOBIL CORP	10/11/1972	6/20/2016	500.00	45,323.01	1,293.89	44,029.12	.00
EXXON MOBIL CORP	10/11/1972	8/26/2016	1,000.00	87,874.78	2,587.79	85,286.99	.00
GENERAL ELECTRIC	12/22/1999	6/20/2016	1,000.00	30,849.32	37,350.10	.00	6,500.78
GENERAL ELECTRIC	12/22/1999	8/05/2016	1,000.00	31,131.82	37,350.10	.00	6,218.28
GENERAL ELECTRIC	12/22/1999	8/26/2016	1,000.00	31,360.41	37,350.11	.00	5,989.70
INTERNAT'L BUSINESS MACHS	4/26/2002	8/26/2016	500.00	80,476.74	42,199.65	38,277.09	.00
ISHARES MSCI EMERGING MKT	7/18/2013	6/20/2016	1,000.00	50,725.89	58,437.80	.00	7,711.91
JOHNSON & JOHNSON	3/26/1985	6/20/2016	500.00	58,397.22	19,853.38	38,543.84	.00
JOHNSON & JOHNSON	3/26/1985	8/05/2016	500.00	62,007.64	1,011.38	60,996.26	.00
JOHNSON & JOHNSON	3/26/1985	8/26/2016	500.00	59,834.19	19,853.38	39,980.81	.00
JPMORGAN ALERIAN MLP	5/01/2012	2/23/2016	1,000.00	24,779.45	39,498.30	.00	14,718.85
JPMORGAN ALERIAN MLP	5/01/2012	8/26/2016	2,000.00	63,498.21	78,996.60	.00	15,498.39
KAYNE ANDERSON MLP INVT C	3/25/2010	8/26/2016	5,000.00	97,256.37	116,274.33	.00	19,017.96
KAYNE ANDERSON MLP INVT C	12/31/2016	12/31/2016	.00	.00	8,250.00CR	8,250.00	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
MCDONALDS CORP	4/02/2002	6/20/2016	500.00	61,466.15	14,025.00	47,441.15	.00
MCDONALDS CORP	4/02/2002	8/26/2016	500.00	57,700.24	14,025.00	43,675.24	.00
NRG ENERGY INC	3/06/2015	6/20/2016	1,500.00	21,039.74	36,417.00	.00	15,377.26
NRG ENERGY INC	5/29/2015	6/20/2016	2,000.00	28,052.98	50,551.60	.00	22,498.62
PHILLIPS 66	2/01/2005	8/26/2016	1,400.00	109,142.59	31,832.64	77,309.95	.00
PEPSICO	6/01/1977	2/23/2016	500.00	49,699.41	270.06	49,429.35	.00
PEPSICO	6/01/1977	6/20/2016	500.00	51,638.37	270.05	51,368.32	.00
PEPSICO	6/01/1977	8/26/2016	1,000.00	107,858.94	566.55	107,292.39	.00
PFIZER INC	1/16/1974	6/20/2016	1,000.00	34,923.73	361.74	34,561.99	.00
PFIZER INC	1/16/1974	8/05/2016	2,000.00	70,582.45	723.49	69,858.96	.00
PFIZER INC	1/16/1974	8/26/2016	2,000.00	70,332.06	723.49	69,608.57	.00
PRAXAIR INC	9/22/2005	2/23/2016	800.00	81,461.26	40,284.47	41,176.79	.00
TEXAS INSTRS INC	3/05/1979	8/05/2016	500.00	34,655.24	831.90	33,823.34	.00
TEXAS INSTRS INC	3/05/1979	8/26/2016	500.00	35,176.23	831.90	34,344.33	.00
3M CO	5/11/1976	8/26/2016	600.00	107,861.14	4,073.31	103,787.83	.00
TRAVELERS COS INC	7/18/2013	8/26/2016	1,500.00	175,906.86	124,933.50	50,973.36	.00
TRAVELERS COS INC	5/22/2014	8/26/2016	500.00	58,635.62	46,523.45	12,112.17	.00
VISA INC	1/23/2013	8/26/2016	300.00	24,454.41	11,916.46	12,537.95	.00
WISDOMTREE JAPAN HEDGED E	4/29/2013	2/23/2016	2,500.00	102,968.00	119,965.00	.00	16,997.00
WISDOMTREE JAPAN HEDGED E	7/18/2013	2/23/2016	1,000.00	41,187.20	49,021.90	.00	7,834.70
*** BANK OF AMERICA SEC 3065208		***	75,284.82	2,886,974.96	1,748,564.43	1,138,410.53	.00
BANK OF AMERICA SEC 1966118							
ACTELION LTD	8/28/2013	8/04/2016	7.00	1,239.69	499.11	740.58	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
ACTELION LTD	8/28/2013	12/07/2016	7.00	1,439.26	499.11	940.15	.00
ALEXION PHARMACEUTICALS I	7/01/2013	8/03/2016	10.00	1,284.12	931.11	353.01	.00
ALEXION PHARMACEUTICALS I	7/01/2013	11/10/2016	4.00	481.38	998.73	.00	517.35
ALEXION PHARMACEUTICALS I	6/25/2013	11/10/2016	11.00	1,323.80	372.45	951.35	.00
ALEXION PHARMACEUTICALS I	10/14/2010	11/10/2016	81.00	9,747.95	2,721.39	7,026.56	.00
ALEXION PHARMACEUTICALS I	10/14/2010	12/15/2016	118.00	13,277.12	3,964.49	9,312.63	.00
ALIBABA GROUP HLDG LTD	3/30/2015	8/03/2016	20.00	1,645.46	1,693.64	.00	48.18
ALIBABA GROUP HLDG LTD	3/30/2015	10/27/2016	105.00	10,916.93	8,891.62	2,025.31	.00
ALIBABA GROUP HLDG LTD	3/30/2015	12/07/2016	8.00	723.14	677.46	45.68	.00
ANHEUSER BUSCH INBEV SA/N	6/24/2015	8/03/2016	13.00	1,684.05	1,659.39	24.66	.00
ANHEUSER BUSCH INBEV SA/N	6/24/2015	11/02/2016	6.00	704.44	765.88	.00	61.44
ANHEUSER BUSCH INBEV SA/N	6/24/2015	12/07/2016	6.00	605.24	765.87	.00	160.63
BERKSHIRE HATHAWAY INC	8/07/2015	11/02/2016	6.00	869.38	858.49	10.89	.00
BERKSHIRE HATHAWAY INC	8/07/2015	12/07/2016	7.00	1,112.45	1,001.57	110.88	.00
CHIPOTLE MEXICAN GRILL IN	6/05/2014	1/06/2016	16.00	6,824.39	8,799.80	.00	1,975.41
CHIPOTLE MEXICAN GRILL IN	6/05/2014	1/06/2016	2.00	858.76	1,099.97	.00	241.21
CHIPOTLE MEXICAN GRILL IN	6/05/2014	1/06/2016	12.00	5,130.33	6,599.85	.00	1,469.52
CHIPOTLE MEXICAN GRILL IN	5/30/2014	1/06/2016	9.00	3,847.75	4,916.24	.00	1,068.49
CHIPOTLE MEXICAN GRILL IN	5/30/2014	1/06/2016	13.00	5,518.47	7,101.24	.00	1,582.77
CHIPOTLE MEXICAN GRILL IN	5/30/2014	1/06/2016	2.00	850.05	1,092.50	.00	242.45
DASSAULT SYSTEMES EUR1	10/08/2013	8/03/2016	20.00	1,642.05	1,328.82	313.23	.00
DASSAULT SYSTEMES EUR1	10/08/2013	8/31/2016	44.00	3,704.55	2,923.41	781.14	.00
DASSAULT SYSTEMES EUR1	10/09/2013	9/01/2016	39.00	3,299.81	2,526.03	773.78	.00
DASSAULT SYSTEMES EUR1	10/08/2013	9/01/2016	10.00	846.10	664.41	181.69	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
ENSTAR GROUP LTD	12/19/2012	8/03/2016	2.00	332.78	208.63	124.15	.00
ENSTAR GROUP LTD	10/14/2010	8/03/2016	4.00	665.56	306.52	359.04	.00
ENSTAR GROUP LTD	10/14/2010	12/07/2016	5.00	977.35	383.15	594.20	.00
FACEBOOK INC	6/05/2014	2/05/2016	40.00	4,152.13	2,521.75	1,630.38	.00
FACEBOOK INC	6/05/2014	4/13/2016	86.00	9,502.30	5,421.77	4,080.53	.00
FACEBOOK INC	5/30/2014	4/13/2016	9.00	994.42	567.26	427.16	.00
FACEBOOK INC	5/30/2014	8/03/2016	10.00	1,249.02	630.29	618.73	.00
FACEBOOK INC	5/30/2014	11/02/2016	6.00	794.88	378.18	416.70	.00
FACEBOOK INC	5/30/2014	12/07/2016	6.00	692.59	378.18	314.41	.00
FANUC	4/23/2015	8/04/2016	7.00	1,181.99	1,529.50	.00	347.51
FANUC	4/23/2015	12/08/2016	6.00	1,019.34	1,311.00	.00	291.66
GILEAD SCIENCES INC	4/14/2014	8/03/2016	18.00	1,432.32	1,196.06	236.26	.00
GILEAD SCIENCES INC	4/14/2014	12/07/2016	13.00	947.35	863.82	83.53	.00
GOOGLE/ALPHABET INC.	3/20/2014	8/03/2016	3.00	2,401.67	1,786.21	615.46	.00
GOOGLE/ALPHABET INC.	4/01/2015	12/07/2016	2.00	1,521.47	1,119.59	401.88	.00
ICICI BK LTD	6/25/2015	8/03/2016	137.00	1,028.72	1,440.02	.00	411.30
ICICI BK LTD	6/25/2015	12/07/2016	138.00	1,059.12	1,450.53	.00	391.41
HEXCEL CORP NEW	11/21/2014	1/22/2016	9.00	382.13	392.96	.00	10.83
HEXCEL CORP NEW	11/19/2014	1/22/2016	15.00	639.04	647.87	.00	8.83
HEXCEL CORP NEW	11/20/2014	1/22/2016	3.00	127.81	129.44	.00	1.63
HEXCEL CORP NEW	11/21/2014	1/22/2016	91.00	3,876.84	3,973.26	.00	96.42
HEXCEL CORP NEW	11/24/2014	1/22/2016	20.00	852.05	868.35	.00	16.30
HEXCEL CORP NEW	11/24/2014	1/22/2016	62.00	2,641.36	2,685.84	.00	44.48
HEXCEL CORP NEW	11/20/2014	1/25/2016	33.00	1,370.27	1,423.85	.00	53.58

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
HEXCEL CORP NEW	11/20/2014	1/25/2016	4.00	166.12	172.59	.00	6.47
HEXCEL CORP NEW	11/19/2014	1/25/2016	10.00	415.29	430.90	.00	15.61
HEXCEL CORP NEW	8/29/2014	1/25/2016	6.00	249.17	247.39	1.78	.00
HEXCEL CORP NEW	8/29/2014	1/25/2016	20.00	830.04	824.64	5.40	.00
HEXCEL CORP NEW	8/29/2014	1/25/2016	30.00	1,244.01	1,236.97	7.04	.00
HEXCEL CORP NEW	8/29/2014	1/26/2016	4.00	166.70	164.93	1.77	.00
HEXCEL CORP NEW	8/29/2014	1/26/2016	31.00	1,291.90	1,278.20	13.70	.00
HEXCEL CORP NEW	9/02/2014	1/26/2016	10.00	416.75	411.73	5.02	.00
HEXCEL CORP NEW	9/02/2014	1/27/2016	93.00	3,740.33	3,829.05	.00	88.72
HEXCEL CORP NEW	9/03/2014	1/27/2016	16.00	643.50	657.79	.00	14.29
HEXCEL CORP NEW	8/28/2014	1/27/2016	69.00	2,775.09	2,830.69	.00	55.60
HEXCEL CORP NEW	8/28/2014	1/27/2016	36.00	1,448.81	1,476.88	.00	28.07
HEXCEL CORP NEW	8/27/2014	1/27/2016	107.00	4,306.16	4,338.41	.00	32.25
HEXCEL CORP NEW	8/26/2014	1/27/2016	51.00	2,052.46	2,049.46	3.00	.00
HEXCEL CORP NEW	8/26/2014	1/28/2016	28.00	1,137.64	1,125.20	12.44	.00
HEXCEL CORP NEW	8/26/2014	1/28/2016	45.00	1,831.13	1,808.35	22.78	.00
HEXCEL CORP NEW	8/25/2014	1/28/2016	33.00	1,342.83	1,306.09	36.74	.00
HEXCEL CORP NEW	8/25/2014	1/29/2016	110.00	4,503.65	4,303.11	200.54	.00
HITACHI	8/27/2014	4/14/2016	5,342.00	22,850.49	40,534.32	.00	17,683.83
JD.COM INC	10/09/2014	11/02/2016	147.00	3,803.29	3,887.67	.00	84.38
JD.COM INC	10/09/2014	11/03/2016	71.00	1,858.74	1,862.25	.00	3.51
JD.COM INC	10/09/2014	11/03/2016	202.00	5,251.36	5,267.85	.00	16.49
KEYENCE CORP	11/21/2012	5/19/2016	3.00	1,862.86	821.33	1,041.53	.00
KEYENCE CORP	7/08/2013	5/19/2016	4.00	2,483.80	1,326.08	1,157.72	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
KEYENCE CORP	11/05/2013	5/19/2016	6.00	3,725.70	2,390.93	1,334.77	.00
KEYENCE CORP	3/24/2014	5/19/2016	13.00	8,072.36	5,142.63	2,929.73	.00
KEYENCE CORP	9/25/2012	8/04/2016	1.00	684.92	263.54	421.38	.00
KEYENCE CORP	9/25/2012	11/04/2016	1.00	736.23	263.54	472.69	.00
KEYENCE CORP	9/25/2012	12/08/2016	1.00	658.59	263.54	395.05	.00
KUKA AG	7/01/2013	2/22/2016	5.00	450.49	218.17	232.32	.00
KUKA AG	9/11/2013	2/22/2016	12.00	1,081.18	517.85	563.33	.00
KUKA AG	9/11/2013	2/23/2016	10.00	892.99	431.55	461.44	.00
KUKA AG	2/01/2013	2/23/2016	13.00	1,160.89	531.79	629.10	.00
KUKA AG	2/01/2013	2/25/2016	9.00	787.29	368.16	419.13	.00
KUKA AG	1/16/2013	2/25/2016	9.00	787.29	342.39	444.90	.00
KUKA AG	1/16/2013	2/26/2016	6.00	523.90	228.26	295.64	.00
KUKA AG	1/17/2013	2/26/2016	13.00	1,135.11	493.57	641.54	.00
KUKA AG	12/12/2012	2/26/2016	21.00	1,833.63	753.14	1,080.49	.00
KUKA AG	12/10/2012	2/26/2016	1.00	87.31	35.14	52.17	.00
KUKA AG	12/10/2012	2/29/2016	22.00	1,993.55	773.11	1,220.44	.00
KUKA AG	11/29/2012	2/29/2016	22.00	1,993.55	745.09	1,248.46	.00
KUKA AG	10/18/2012	2/29/2016	29.00	2,627.86	948.66	1,679.20	.00
KUKA AG	10/15/2012	5/24/2016	21.00	2,522.66	656.99	1,865.67	.00
KUKA AG	10/16/2012	5/24/2016	21.00	2,522.66	658.67	1,863.99	.00
KUKA AG	10/18/2012	5/24/2016	19.00	2,282.41	621.54	1,660.87	.00
KUKA AG	11/26/2012	5/24/2016	36.00	4,324.55	1,164.05	3,160.50	.00
KUKA AG	10/12/2012	5/25/2016	12.00	1,460.37	368.59	1,091.78	.00
KUKA AG	10/12/2012	5/25/2016	16.00	1,947.16	492.98	1,454.18	.00

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
KUKA AG	10/15/2012	5/25/2016	19.00	2,312.24	594.42	1,717.82	.00
KUKA AG	10/12/2012	5/26/2016	35.00	4,269.86	1,075.04	3,194.82	.00
KUKA AG	11/21/2012	5/26/2016	22.00	2,683.91	669.15	2,014.76	.00
KUKA AG	11/21/2012	6/03/2016	16.00	1,908.15	486.65	1,421.50	.00
KUKA AG	11/09/2012	6/03/2016	31.00	3,697.03	933.81	2,763.22	.00
KUKA AG	11/09/2012	6/06/2016	15.00	1,792.20	451.84	1,340.36	.00
KUKA AG	11/09/2012	6/07/2016	5.00	609.30	150.61	458.69	.00
KUKA AG	11/05/2012	6/07/2016	8.00	974.88	238.74	736.14	.00
KUKA AG	11/05/2012	6/08/2016	8.00	979.78	238.74	741.04	.00
KUKA AG	11/05/2012	6/09/2016	5.00	611.26	149.22	462.04	.00
KUKA AG	11/06/2012	6/09/2016	14.00	1,711.52	414.14	1,297.38	.00
KUKA AG	11/20/2012	6/09/2016	8.00	978.01	235.67	742.34	.00
KUKA AG	11/14/2012	6/10/2016	11.00	1,346.76	322.90	1,023.86	.00
KUKA AG	11/15/2012	6/10/2016	10.00	1,224.32	293.73	930.59	.00
KUKA AG	11/16/2012	6/10/2016	9.00	1,101.89	264.86	837.03	.00
KUKA AG	11/19/2012	6/10/2016	4.00	489.73	117.00	372.73	.00
KUKA AG	11/20/2012	6/10/2016	3.00	367.30	88.38	278.92	.00
KUKA AG	11/19/2012	6/13/2016	4.00	487.93	117.00	370.93	.00
KUKA AG	11/19/2012	6/13/2016	8.00	975.46	234.01	741.45	.00
KUKA AG	11/20/2012	6/13/2016	2.00	243.87	58.36	185.51	.00
LAS VEGAS SANDS CORP	11/20/2014	1/12/2016	43.00	1,659.67	2,703.56	.00	1,043.89
LAS VEGAS SANDS CORP	11/20/2014	1/12/2016	48.00	1,852.66	3,014.95	.00	1,162.29
LAS VEGAS SANDS CORP	11/19/2014	1/12/2016	93.00	3,589.53	5,898.47	.00	2,308.94
LAS VEGAS SANDS CORP	11/01/2014	1/12/2016	10.00	385.97	631.65	.00	245.68

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DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
LAS VEGAS SANDS CORP	3/20/2014	1/12/2016	68.00	2,624.60	5,647.44	.00	3,022.84
LAS VEGAS SANDS CORP	7/24/2012	1/12/2016	27.00	1,042.12	1,109.70	.00	67.58
LAS VEGAS SANDS CORP	10/14/2010	1/12/2016	296.00	11,424.74	10,826.18	598.56	.00
LAS VEGAS SANDS CORP	8/01/2012	1/12/2016	58.00	2,238.63	2,140.44	98.19	.00
MASTERCARD INC	3/20/2014	11/02/2016	1.00	107.31	77.35	29.96	.00
MASTERCARD INC	3/20/2014	12/07/2016	7.00	704.01	541.45	162.56	.00
MONSANTO CO	3/20/2014	8/03/2016	14.00	1,489.78	1,604.56	.00	114.78
MONSANTO CO	3/20/2014	12/07/2016	7.00	724.45	802.28	.00	77.83
NIDEC CORP	3/24/2014	8/04/2016	26.00	2,327.62	1,566.57	761.05	.00
NIDEC CORP	3/24/2014	11/04/2016	46.00	4,428.22	2,771.63	1,656.59	.00
NIDEC CORP	7/11/2013	11/04/2016	48.00	4,620.75	1,712.29	2,908.46	.00
NIDEC CORP	5/13/2013	11/04/2016	10.00	962.65	354.29	608.36	.00
NIDEC CORP	5/13/2013	12/08/2016	9.00	792.52	318.86	473.66	.00
NOVO-NORDISK A S	10/14/2010	3/18/2016	22.00	1,200.90	443.12	757.78	.00
NOVO-NORDISK A S	10/14/2010	3/18/2016	9.00	491.38	181.28	310.10	.00
NOVO-NORDISK A S	10/14/2010	3/21/2016	31.00	1,689.30	624.40	1,064.90	.00
NOVO-NORDISK A S	10/14/2010	3/22/2016	34.00	1,854.20	684.82	1,169.38	.00
NOVO-NORDISK A S	10/14/2010	3/23/2016	20.00	1,082.40	402.84	679.56	.00
NOVO-NORDISK A S	10/14/2010	3/24/2016	32.00	1,710.77	644.54	1,066.23	.00
NOVO-NORDISK A S	10/14/2010	3/28/2016	13.00	697.77	261.84	435.93	.00
NOVO-NORDISK A S	10/14/2010	4/01/2016	14.00	755.35	281.99	473.36	.00
NOVO-NORDISK A S	10/14/2010	4/04/2016	13.00	705.85	261.84	444.01	.00
NOVO-NORDISK A S	10/14/2010	4/04/2016	2.00	108.40	40.28	68.12	.00
NOVO-NORDISK A S	10/14/2010	8/03/2016	18.00	1,022.82	362.55	660.27	.00

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GAIN ON SALES OF ASSETS-LONG TERM 2016

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
NOVO-NORDISK A S	10/14/2010	8/11/2016	134.00	6,314.97	2,699.02	3,615.95	.00
NOVO-NORDISK A S	10/14/2010	8/12/2016	400.00	19,131.30	8,056.78	11,074.52	.00
NOVOZYMES A/S	3/20/2014	8/03/2016	33.00	1,621.52	1,430.59	190.93	.00
NOVOZYMES A/S	3/20/2014	12/07/2016	27.00	891.36	1,170.49	.00	279.13
NXP SEMICONDUCTORS NV	4/17/2015	8/03/2016	9.00	750.26	898.20	.00	147.94
NXP SEMICONDUCTORS NV	4/17/2015	8/03/2016	6.00	500.16	597.12	.00	96.96
NXP SEMICONDUCTORS NV	4/17/2015	11/02/2016	7.00	699.15	696.64	2.51	.00
NXP SEMICONDUCTORS NV	4/17/2015	12/07/2016	8.00	783.38	796.16	.00	12.78
ONEX CORP	3/20/2014	8/04/2016	12.00	744.25	666.22	78.03	.00
ONEX CORP	3/20/2014	8/05/2016	7.00	431.12	388.63	42.49	.00
ONEX CORP	3/20/2014	8/08/2016	5.00	302.05	277.59	24.46	.00
ONEX CORP	3/20/2014	8/09/2016	7.00	423.29	388.63	34.66	.00
ONEX CORP	3/20/2014	11/02/2016	10.00	647.91	555.18	92.73	.00
ONEX CORP	3/20/2014	12/07/2016	11.00	790.43	610.70	179.73	.00
RENAISSANCERE HOLDINGS LT	3/20/2014	8/03/2016	11.00	1,291.32	1,074.80	216.52	.00
RENAISSANCERE HOLDINGS LT	3/20/2014	12/07/2016	8.00	1,042.97	781.67	261.30	.00
ROCHE HLDGS AG	3/24/2014	8/04/2016	6.00	1,532.58	1,769.80	.00	237.22
ROCHE HLDGS AG	3/20/2014	12/07/2016	3.00	658.90	884.90	.00	226.00
SOFTBANK CORP	3/24/2014	8/04/2016	25.00	1,387.29	2,068.92	.00	681.63
SOFTBANK CORP	3/24/2014	12/08/2016	20.00	1,195.84	1,655.13	.00	459.29
VALEANT PHARMACEUTICALS I	1/13/2012	2/25/2016	56.00	4,679.90	2,825.40	1,854.50	.00
VALEANT PHARMACEUTICALS I	5/30/2012	2/25/2016	37.00	3,092.08	1,772.38	1,319.70	.00
VALEANT PHARMACEUTICALS I	6/08/2012	2/25/2016	12.00	1,002.84	573.49	429.35	.00
VALEANT PHARMACEUTICALS I	6/11/2012	2/25/2016	24.00	2,005.67	1,157.24	848.43	.00

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GAIN ON SALES OF ASSETS-LONG TERM 2016

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
VALEANT PHARMACEUTICALS I	6/08/2012	2/25/2016	9.00	751.62	430.11	321.51	.00
VALEANT PHARMACEUTICALS I	7/24/2012	2/25/2016	20.00	1,670.26	960.25	710.01	.00
VALEANT PHARMACEUTICALS I	7/27/2012	2/25/2016	25.00	2,087.81	1,152.31	935.50	.00
*** BANK OF AMERICA SEC 1966118	***		10,280.00	367,873.95	285,216.16	82,657.79	.00
BANK OF AMERICA SEC 2251296							
ANHEUSER BUSCH INBEV WORL	2/24/2012	6/27/2016	.00	55,620.00	58,405.00	.00	2,785.00
BERKSHIRE HATHAWAY FIN CO	2/22/2012	5/11/2016	.00	55,685.00	55,085.50	599.50	.00
BLACKROCK INC SR UNSECD N	11/18/2013	5/19/2016	.00	53,706.00	50,428.50	3,277.50	.00
BOEING CO SR UNSECD NT	2/22/2012	7/19/2016	.00	56,170.50	59,623.50	.00	3,453.00
CHEVRON CORP SR NT	5/07/2012	6/10/2016	.00	54,656.00	60,057.00	.00	5,401.00
CISCO SYS INC NT	2/24/2012	2/22/2016	.00	50,000.00	58,514.50	.00	8,514.50
CLOROX CO UNSECD SR NT	3/04/2013	5/24/2016	.00	51,525.50	50,480.50	1,045.00	.00
COMCAST CORP NEW	9/11/2012	5/26/2016	.00	52,297.50	51,978.50	319.00	.00
CVS CAREMARK CORP SR UNSE	1/02/2013	5/31/2016	.00	52,401.00	59,531.16	.00	7,130.16
FHLMC 3.75% D/3-27-19	2/17/2012	5/31/2016	.00	214,695.80	227,502.08	.00	12,806.28
FHLMC 4.875% D/6-13-18	4/03/2014	6/01/2016	.00	199,337.50	210,267.30	.00	10,929.80
FNMA 3.00% D/10-01-29	12/08/2014	1/25/2016	.00	1,561.51	1,622.02	.00	60.51
FNMA 3.00% D/10-01-29	12/18/2014	2/25/2016	.00	1,976.39	2,052.98	.00	76.59
FNMA 3.00% D/10-01-29	12/08/2014	3/25/2016	.00	956.25	993.30	.00	37.05
FNMA 3.00% D/10-01-29	12/08/2014	4/25/2016	.00	778.21	808.37	.00	30.16
FNMA 3.00% D/10-01-29	12/08/2014	5/25/2016	.00	1,967.00	2,043.22	.00	76.22
FNMA 3.00% D/10-01-29	12/08/2014	6/27/2016	.00	2,532.17	2,630.29	.00	98.12
FNMA 3.00% D/10-01-29	12/08/2014	7/25/2016	.00	830.29	862.46	.00	32.17

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GAIN ON SALES OF ASSETS-LONG TERM 2016

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FNMA 3.00% D/10-01-29	12/08/2014	8/25/2016	.00	1,071.98	1,113.52	.00	41.54
FNMA 3.00% D/10-01-29	12/08/2014	9/26/2016	.00	3,303.76	3,431.78	.00	128.02
FNMA 3.00% D/10-01-29	12/08/2014	10/25/2016	.00	3,084.89	3,204.43	.00	119.54
FNMA 3.00% D/10-01-29	12/08/2014	11/25/2016	.00	2,643.03	2,745.45	.00	102.42
FNMA 3.00% D/10-01-29	12/08/2014	12/27/2016	.00	1,506.50	1,564.88	.00	58.38
FNMA 5.25% D/9-15-16	2/17/2012	9/15/2016	.00	200,000.00	236,737.45	.00	36,737.45
FNMA 4.00% D/2-1-27	2/22/2012	1/25/2016	.00	691.68	726.75	.00	35.07
FNMA 4.00% D/2-1-27	2/22/2012	2/25/2016	.00	618.14	649.48	.00	31.34
FNMA 4.00% D/2-1-27	2/22/2012	3/25/2016	.00	10,474.60	11,005.62	.00	531.02
FNMA 4.00% D/2-1-27	2/22/2012	4/25/2016	.00	565.68	594.36	.00	28.68
FNMA 4.00% D/2-1-27	2/22/2012	5/25/2016	.00	570.04	598.94	.00	28.90
FNMA 4.00% D/2-1-27	2/22/2012	6/27/2016	.00	567.75	596.53	.00	28.78
FNMA 4.00% D/2-1-27	2/22/2012	7/25/2016	.00	655.41	688.64	.00	33.23
FNMA 4.00% D/2-1-27	2/22/2012	8/25/2016	.00	576.30	605.52	.00	29.22
FNMA 4.00% D/2-1-27	2/22/2012	9/26/2016	.00	587.40	617.18	.00	29.78
FNMA 4.00% D/2-1-27	2/22/2012	10/25/2016	.00	581.21	610.67	.00	29.46
FNMA 4.00% D/2-1-27	2/22/2012	11/25/2016	.00	8,210.82	8,627.07	.00	416.25
FNMA 4.00% D/2-1-27	2/22/2012	12/27/2016	.00	606.61	637.36	.00	30.75
FNMA 3.50% D/2-1-27	2/22/2012	1/25/2016	.00	1,427.12	1,484.51	.00	57.39
FNMA 3.50% D/2-1-27	2/22/2012	2/25/2016	.00	1,574.55	1,637.87	.00	63.32
FNMA 3.50% D/2-1-27	2/22/2012	2/25/2016	.00	1,265.47	1,316.36	.00	50.89
FNMA 3.50% D/2-1-27	2/22/2012	3/25/2016	.00	1,405.00	1,461.51	.00	56.51
FNMA 3.50% D/2-1-27	2/22/2012	4/25/2016	.00	759.98	790.54	.00	30.56
FNMA 3.50% D/2-1-27	2/22/2012	6/27/2016	.00	1,357.91	1,412.52	.00	54.61

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GAIN ON SALES OF ASSETS-LONG TERM 2016

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FNMA 3.50% D/2-1-27	2/22/2012	7/25/2016	.00	1,149.03	1,195.24	.00	46.21
FNMA 3.50% D/2-1-27	2/22/2012	8/25/2016	.00	1,103.25	1,147.62	.00	44.37
FNMA 3.50% D/2-1-27	2/22/2012	9/26/2016	.00	1,844.40	1,918.58	.00	74.18
FNMA 3.50% D/2-1-27	2/22/2012	10/25/2016	.00	1,380.61	1,436.13	.00	55.52
FNMA 3.50% D/2-1-27	2/22/2012	11/25/2016	.00	1,661.92	1,728.76	.00	66.84
FNMA 3.50% D/2-1-27	2/22/2012	12/27/2016	.00	687.77	715.43	.00	27.66
FNMA 5.375% D/6-12-17	2/17/2012	6/10/2016	.00	104,675.70	121,462.10	.00	16,786.40
FNMA 5.375% D/6-12-17	8/20/2014	6/15/2016	.00	104,633.00	120,050.62	.00	15,417.62
FNMA 3.00% D/2-1-27	4/16/2013	1/25/2016	.00	401.00	423.37	.00	22.37
FNMA 3.00% D/2-1-27	4/06/2013	2/25/2016	.00	242.61	256.14	.00	13.53
FNMA 3.00% D/2-1-27	4/16/2013	3/25/2016	.00	255.50	269.75	.00	14.25
FNMA 3.00% D/2-1-27	2/22/2012	4/25/2016	.00	492.12	519.57	.00	27.45
FNMA 3.00% D/2-1-27	4/16/2013	5/25/2016	.00	411.87	434.84	.00	22.97
FNMA 3.00% D/2-1-27	4/16/2013	6/27/2016	.00	364.74	385.09	.00	20.35
FNMA 3.00% D/2-1-27	4/16/2013	7/25/2016	.00	512.01	540.57	.00	28.56
FNMA 3.00% D/2-1-27	4/16/2013	8/25/2016	.00	406.43	429.10	.00	22.67
FNMA 3.00% D/2-1-27	4/16/2013	9/26/2016	.00	542.90	573.18	.00	30.28
FNMA 3.00% D/2-1-27	4/16/2013	10/25/2016	.00	314.12	331.64	.00	17.52
FNMA 3.00% D/2-1-27	4/16/2013	11/25/2016	.00	352.96	372.65	.00	19.69
FNMA 3.00% D/2-1-27	4/16/2013	12/27/2016	.00	348.63	368.08	.00	19.45
FIFTH THIRD BANCOR SR UNS	2/22/2012	1/25/2016	.00	50,000.00	52,755.50	.00	2,755.50
FNMA 3.00% D/11-01-29	12/08/2014	1/25/2016	.00	1,217.48	1,265.04	.00	47.56
FNMA 3.00% D/11-01-29	12/18/2014	2/25/2016	.00	872.85	906.95	.00	34.10
FNMA 3.00% D/11-01-29	12/08/2014	3/25/2016	.00	1,518.19	1,577.49	.00	59.30

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GAIN ON SALES OF ASSETS-LONG TERM 2016

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FNMA 3.00% D/11-01-29	4/16/2013	4/25/2016	.00	1,534.12	1,594.05	.00	59.93
FNMA 3.00% D/11-01-29	12/08/2014	5/25/2016	.00	712.95	740.80	.00	27.85
FNMA 3.00% D/11-01-29	12/08/2014	6/27/2016	.00	1,096.68	1,139.52	.00	42.84
FNMA 3.00% D/11-01-29	12/08/2014	7/25/2016	.00	2,485.04	2,582.11	.00	97.07
FNMA 3.00% D/11-01-29	12/08/2014	8/25/2016	.00	1,114.06	1,157.58	.00	43.52
FNMA 3.00% D/11-01-29	12/08/2014	9/26/2016	.00	2,366.87	2,459.33	.00	92.46
FNMA 3.00% D/11-01-29	12/08/2014	10/25/2016	.00	783.70	814.31	.00	30.61
FNMA 3.00% D/11-01-29	12/08/2014	11/25/2016	.00	2,382.52	2,475.59	.00	93.07
FNMA 3.00% D/11-01-29	12/08/2014	12/27/2016	.00	2,002.97	2,081.21	.00	78.24
GENERAL ELEC CAP CORP SR	2/22/2012	5/19/2016	.00	56,773.50	52,982.00	3,791.50	.00
GEORGIA PWR CO D/6-1-17	4/06/2015	5/11/2016	.00	52,314.50	54,873.50	.00	2,559.00
HOME DEPOT INC SR UNSECD	2/22/2012	6/03/2016	.00	55,460.50	57,097.50	.00	1,637.00
HONEYWELL INTL INC SR NT	5/07/2012	11/01/2016	.00	52,833.50	60,115.00	.00	7,281.50
INTEL CORP SR UNSECD NT	8/20/2014	12/16/2016	.00	52,065.50	52,096.50	.00	31.00
J P MORGAN CHASE & CO 09/	12/19/2012	5/19/2016	.00	51,793.50	51,352.50	441.00	.00
MCDONALDS CORP SR UNSECD	8/20/2014	6/27/2016	.00	52,980.00	56,987.00	.00	4,007.00
METLIFE INC SR UNSECD NT	2/22/2012	6/01/2016	.00	50,000.00	59,454.50	.00	9,454.50
MICROSOFT CORP SR NT 08/2	3/26/2015	6/07/2016	.00	53,166.00	53,082.00	84.00	.00
NEWS AMER/21ST CENTY FOX	9/10/2013	5/26/2016	.00	51,014.50	45,807.69	5,206.81	.00
ORACLE CORP / OZARK HLDG	2/22/2012	1/15/2016	.00	50,000.00	58,050.00	.00	8,050.00
PROCTER & GAMBLE CO SR UN	8/20/2014	8/08/2016	.00	54,330.00	51,158.50	3,171.50	.00
TARGET CORP	2/22/2012	5/27/2016	.00	54,002.00	55,373.00	.00	1,371.00
UNITED TECHNOLOGIES CORP	5/07/2012	12/01/2016	.00	52,185.76	60,039.00	.00	7,853.24
US TSY NT 4.00% D/8-15-18	2/02/2012	6/08/2016	.00	26,785.16	29,446.29	.00	2,661.13

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GAIN ON SALES OF ASSETS-LONG TERM 2016

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
US TSY NT 4.00% D/8-15-18	12/17/2012	6/21/2016	.00	80,346.68	88,313.47	.00	7,966.79
US TSY NT 4.00% D/8-15-18	8/20/2014	6/29/2016	.00	26,818.36	27,660.17	.00	841.81
US TSY NT 4.00% D/8-15-18	12/08/2014	11/04/2016	.00	52,867.19	54,770.49	.00	1,903.30
US TSY NT 4.75% D/08-15-1	8/20/2014	7/15/2016	.00	5,221.87	5,559.18	.00	337.31
US TSY NT 4.75% D/08-15-1	12/08/2014	7/15/2016	.00	15,665.62	16,531.64	.00	866.02
US TSY NT 4.75% D/08-15-1	3/26/2015	7/15/2016	.00	5,221.88	5,475.40	.00	253.52
US TSY NT 4.75% D/08-15-1	6/09/2015	7/15/2016	.00	26,109.38	27,145.50	.00	1,036.12
US TSY NT 3.125% D/5-15-2	6/24/2014	5/31/2016	.00	108,378.91	106,347.65	2,031.26	.00
US TSY NT 3.125% D/5-15-2	2/12/2014	6/21/2016	.00	54,662.11	52,900.39	1,761.72	.00
US TSY NT 3.125% D/5-15-2	2/12/2014	6/22/2016	.00	27,291.99	26,450.19	841.80	.00
US TSY NT 3.125% D/5-15-2	2/12/2014	11/04/2016	.00	54,089.84	52,900.39	1,189.45	.00
US TSY NT 3.125% D/5-15-2	2/12/2014	11/22/2016	.00	52,943.36	52,900.39	42.97	.00
US TSY NT 2.75% D/11-15-2	8/18/2015	11/17/2016	.00	31,432.03	31,557.42	.00	125.39
US TSY NT 2.75% D/11-15-2	10/01/2015	11/17/2016	.00	73,341.41	74,686.72	.00	1,345.31
WALGREEN CO	12/19/2012	5/19/2016	.00	49,964.50	50,659.00	.00	694.50
WASTE MGMT INC CO GTD SR	2/22/2012	6/10/2016	.00	55,795.50	56,206.50	.00	411.00
WELLS FARGO & CO MED TERM	9/11/2012	8/08/2016	.00	55,868.00	57,456.50	.00	1,588.50
*** BANK OF AMERICA SEC 2251296		***	.00	2,982,393.50	3,147,289.04	.00	164,895.54
GRAND TOTALS			85,564.82	6,237,242.41	5,181,069.63	1,056,172.78	.00

Schedule 4

BALANCE SHEET

THE FAIN FOUNDATION - TIN 75-6016679

Year 2016

	Cost		Market
	12-31-15	12-31-16	Value
ASSETS			
Cash			
Checking	\$ 125,466 96	\$ 206,307.58	\$ 206,307 58
Certificates and daily cash funds	281,213 86	182,741.67	182,741 67
Accounts receivable			
Investments			
Corporate stocks - Sch 5	6,054,918 76	5,527,365.82	10,790,704 32
Bonds - Sch. 5	4,636,821 92	4,681,204 84	4,560,022 58
Other assets			
Prepaid excise tax	1,892 29		
Purchased interest	258 86	595.38	595 38
Total assets	<u>\$ 11,100,572.65</u>	<u>\$ 10,598,215.29</u>	<u>\$ 15,740,371 53</u>
LIABILITIES AND EQUITY			
Liabilities:			
Excise tax payable	\$	\$ 2,601 94	
Total liabilities	\$	\$ 2,601 94	
Equity:			
Principal fund	\$ 10,565,258 12	\$ 10,565,258 12	
Income fund	535,314 53	30,355 23	
Total equity	<u>\$ 11,100,572 65</u>	<u>\$ 10,595,613 35</u>	
Total liabilities and equity	<u>\$ 11,100,572 65</u>	<u>\$ 10,598,215 29</u>	

Schedule 5

INVESTMENTS - SECURITIES

THE FAIN FOUNDATION - TIN 75-6016679

Year 2016

Description	Rate	Maturity Date	Par Value/ Shares	Basis		Fair Market Value
				12-31-15	12-31-16	
Corporate stock						
BOA Account #3065208.						
Aflac			1,400 00	\$ 61,261 21	\$	\$
AT&T			5,500.00	145,462 26	133,567 96	233,915 00
Amazon			100 00		55,398 00	74,987 00
American Electric Power, Inc			1,000 00	44,905 00	44,905.00	62,960 00
Apple, Inc			2,500 00	52,463 78	43,719 82	289,550 00
BB&T Corp			2,200.00	86,995 48	86,995 48	103,444 00
Berkshire Hathaway, Inc			1,500 00		205,393 50	244,470 00
Blackrock, Inc			500 00	78,970 25	78,970.25	190,270 00
Cisco Systems			4,000.00		104,442 00	120,880 00
Citigroup, Inc			2,500 00	120,106 15	120,106 15	148,575 00
Coca Cola			2,500 00	92,954 50	92,954 50	103,650 00
Columbia Mid Cap Index Fund			35,966 70	369,946.14	286,654 60	551,369 51
Columbia Small Cap Core Fund			15,662.66	172,289 27		
Columbia Small Cap Index Fund			15,745 24	193,194 09	193,194 09	372,847 28
Comcast Corp			1,000 00	59,963 50	59,963 50	69,050 00
ConocoPhillips			2,300 00	100,755.54		
Corning, Inc			7,000.00	95,026 70	95,026 70	169,890 00
CVS Caremark			1,670 00	37,196 97	37,196 97	131,779 70
DB X-Trackers MSCI EAFE Hedged			9,000 00	277,079 40		
Discover Finl Services			1,500 00		87,389 55	108,135 00
Du Pont, E I De Nemours			1,500.00	69,620 15	69,620 15	110,100 00
ExxonMobil			6,000 00	20,702 31	15,526 74	541,560 00
General Electric			12,000 00	159,194 21	47,143 90	379,200 00
Gilead Sciences			500 00	51,542 50	51,542 50	35,805 00
HP, Inc			8,000 00	54,730 97	96,137 37	118,720 00
Hewlett Packard Enterprise			4,000 00	61,347 43		
Home Depot, Inc			700 00		95,451 86	93,856 00
IBM			500 00	84,399 29	42,199 64	82,995 00
Intel Corp			3,500 00		100,337 65	126,945 00
IShares MSCI			15,000 00	76,171 00	455,483 50	443,400 00
IShares MSCI Emerging Mkts			1,000 00	58,437 80		
IShares Russell 2000 ETF			1,000 00		100,837 70	134,850 00
Johnson & Johnson			3,000 00	178,680 39	137,962 25	345,630 00
JP Morgan Chase			3,000 00	105,242 70	105,242 70	258,870 00
JP Morgan Alerian MLP			3,000 00	118,494 90		
Kayne Anderson MLP Invt Co			5,000 00	116,274 33		
Lockheed Martin			500 00	125,463 43	104,552 86	124,970 00
McDonalds			3,000 00	121,458 97	93,408 97	365,160 00
Metlife, Inc			3,000 00		122,395 80	161,670 00
Microsoft			3,000 00	65,206 45	90,742 95	186,420 00
Monsanto			500 00	44,862 50	44,862 50	52,605 00
NRG Energy, Inc			3,500 00	86,968 60		
Pepsico			6,000 00	4,320 84	3,214 18	627,780 00

Description	Rate	Maturity Date	Par Value/ Shares	Basis		Fair Market Value
				12-31-15	12-31-16	
Phillips 66			1,400 00	31,832 64		
Pfizer			10,000 00	5,426 14	3,617 42	324,800 00
Praxair			800 00	40,284 47		
Procter & Gamble			1,200.00	73,284 00	73,284 00	100,896 00
Roche Hldg. Ltd			5,200 00	126,516 00	126,516 00	148,756 40
Schlumberger, Ltd			700 00		49,624 96	58,765 00
Sempra Energy			700 00		75,547.99	70,448 00
Starbucks Corp.			1,500 00		84,799 80	83,280 00
T JX Cos , Inc			1,000 00	58,746 65	58,746 65	75,130 00
Texas Instruments			4,000.00	8,319 01	6,655.21	291,880 00
3M Co			1,000 00	10,578 71	6,505 40	178,570 00
Toyota Motor Corp			1,000.00	108,377 20	108,377 20	117,200 00
Travelers Cos			2,000.00	171,456 95		
United Technologies			2,000 00	120,756 99	120,756 99	219,240 00
Unitedhealth Group			1,400 00	79,280 40	79,280 40	224,056 00
Visa, Inc.			3,300 00	142,997 49	131,081 03	257,466 00
VMWare, Inc			2,000 00	138,795.00		
Wells Fargo & Co			3,000.00	60,687 50	85,048.00	165,330 00
Williams Cos, Inc			2,000 00		37,700.00	62,280 00
Wisdomtree Japan Hedged Equity			3,500.00	168,986 90		
Wyndham Worldwide Corp			500.00	31,834 50	31,834.50	38,185 00
Xerox Corp			8,000.00	81,478 40		
Total				\$ 5,051,327 96	\$ 4,581,916.84	\$ 9,582,590 89
BOA Account #1966118.						
Acadia Healthcare Co.			748 00	\$	\$ 36,959 90	\$ 24,758 80
Actelion, Ltd.			183.00	13,868 88	12,870 66	39,702 37
Alexion Pharmaceuticals, Inc.			224 00	8,988 17		
Alibaba Group Hldg Ltd			414.00	44,189 31	32,926 59	36,353 34
Alphabet, Inc /Google			57 00	30,002 86	27,097 06	45,169 65
Amazon			23 00		18,031 75	17,247 01
Anheuser Busch Inbev SA/NV			318 00	31,071 28	27,880 14	33,529 92
Apple, Inc			290 00		26,321 55	33,587 80
Berkshire Hathaway, Inc			337 00	37,902 88	34,182 75	54,924 26
Celgene Corp			275 00		31,044 16	31,831 25
China High Precision Automation			16,877 00	13,193 86	13,193 86	2,697 96
Chipotle Mexican Grill			69 00	38,859 52		
Citigroup, Inc			655 00		31,039 94	38,926 65
Cimarex Energy			132 00		18,465 48	17,938 80
Core Laboratories			270 00	20,947 39	31,130 51	32,410 80
Ctrip Com Intrl			412 00		19,363 21	16,480 00
Dassault Systemes Eur1			297 00	25,640 98	18,198 31	22,676 94
Delphi Automotive			463 00		33,392 41	31,183 05
Diageo PLC			232 00		25,134 64	24,114 08
Disney Walt Co			361.00		35,925 69	37,623 42
Dynavax Technologies			913.00	22,835 87		
Enstar Group, Ltd			132.00	11,013 46	10,115.16	26,096 40
Facebook, Inc			305 00	35,061 14	19,223 97	35,090 25
Fanuc			173 00	30,792 13	27,951 63	29,390 79
Gilead Sciences, Inc			346.00	25,050 90	22,991 02	24,777 06
Goldman Sachs Group, Inc			180 00		27,795 71	43,101 00

Description	Rate	Maturity Date	Par Value/ Shares	Basis		Fair Market Value
				12-31-15	12-31-16	
Hexcel Corp			936 00	38,613 95		
Hitachi			5,342.00	40,534 32		
ICICI Bk Ltd			3,647 00	38,227 40	35,336 85	27,316 03
JD com, Inc.			940 00	39,184 89	23,636 48	23,913 60
Keyence Corp.			57.00	25,493 56	15,021 97	38,732 47
Kuka AG			534 00	17,483 97		
Las Vegas Sands Corp			643 00	31,972.39		
Lazard, Ltd.			875 00	44,301 20		
Line Corp			419 00		18,911 32	14,405 54
Mastercard, Inc			372.00	11,652.12	11,033 32	38,409 00
Mobileye NV			782.00	42,596 24	35,041 01	29,809 84
Monsanto Co			353.00	18,180.74	24,120 88	37,139 13
Nidec Corp.			443.00	20,318 98	13,595 34	38,304 58
Novo-Nordisk A/S			742 00	14,945 30		
Novozymes A/S			691.00	20,570 41	17,969 33	23,867 98
NXP Semiconductors NV			374 00	31,109 85	28,121 73	36,655 74
Onex Corp			553.00	20,106 87	17,219 92	37,476 92
Quanta Svcs , Inc.			1,502 00	40,314 11		
Regeneron Pharmaceuticals			60 00	1,932 70	5,917 31	22,025 40
Renaissancere Holdings, Ltd			228.00	20,094 15	18,237 68	31,058 16
Roche Hldgs AG			96 00	21,230 91	18,576 21	21,970 38
SM Energy Co			339 00		12,961 60	11,688 72
Softbank Corp			527 00	39,880 45	36,156 40	34,671 93
Tencent Holdings, Ltd			1,678.00	26,556.48	32,355 53	41,056 41
Valeant Pharmaceuticals Intl			183 00	8,871 18		
Total				\$ 1,003,590 80	\$ 945,448 98	\$ 1,208,113 43
Total corporate stock				\$ 6,054,918.76	\$ 5,527,365 82	\$ 10,790,704 32
Bonds						
BOA Account #2251296						
Actavis Fdg Scs	3 800%	03/15/25	50,000 00	\$	\$ 51,300 50	\$ 50,059 00
Adobe Systems, Inc	3 250%	02/01/25	50,000.00	50,124 50	50,124 50	50,024 50
Aetna, Inc. New	1 700%	06/07/18	13,000 00		13,046 68	12,987 91
Aetna, Inc New	1 500%	11/15/17	12,000.00		12,024 12	11,990 40
Allstate Corp	3 150%	06/15/23	50,000 00	50,081 00	50,081 00	50,630 00
American Tower Corp	3 300%	01/15/21	50,000 00		52,348 00	50,569 50
Anheuser Busch Inbev Worldwide	5 000%	04/15/20	50,000 00	58,405 00		
Anheuser Busch Inbev Worldwide	3 700%	02/01/24	7,000 00		7,608 65	7,235 97
AT&T Inc	5 800%	02/15/19	50,000 00	60,505 00	60,505 00	53,761 50
Autozone, Inc Sr Nt	3 125%	04/21/26	50,000 00		51,053 00	48,116 00
Bank New York Inc	5 450%	05/15/19	50,000 00	57,942 50	57,942 50	53,948 00
Bear Stearns	Var Rt	06/11/40	77,311 84		64,503 05	62,898 11
Berkshire Hathaway Fin Corp	4 250%	01/15/21	50,000 00	55,085 50		
Blackrock, Inc	3 375%	06/01/22	50,000 00	50,428 50		
Boeing Co	4 875%	02/15/20	50,000 00	59,623 50		
Capital One Finl Corp	3 750%	05/19/16	50,000 00		51,888 00	50,651 00
CFCRE Coml Mtg Tr	3 061%	12/15/47	2,106 28		2,118 62	2,104 82
Chevron Corp	4 950%	03/03/19	50,000 00	60,057 00		
Cisco Sys Inc	5 500%	02/22/16	50,000 00	58,514 50		
Citigroup Inc	3 375%	03/01/23	50,000 00	48,090 00	48,090 00	50,251 00

Description	Rate	Maturity Date	Par Value/ Shares	Basis		Fair Market Value
				12-31-15	12-31-16	
Clorox Co	3 050%	06/15/22	50,000 00	50,480 50		
Comcast Corp.	3 125%	07/15/22	50,000 00	51,978 50		
Comm 2013-LC6 Mtg Tr	1.906%	01/10/46	75,000 00		75,571 29	75,252 75
CVS Caremark Corp	5 750%	06/01/17	50,000 00	59,531 16		
Deere John Cap Corp	5 750%	09/10/18	50,000 00	61,631 50	61,631 50	53,392 00
Dow Chem Co	4 250%	08/15/20	50,000 00	52,420 50	52,420 50	52,954 00
Duke Energy Corp	2 100%	06/15/18	50,000 00		50,536 00	50,212 50
Fidelity Nat'l Information Svcs	2.000%	04/15/18	50,000 00		50,178 50	50,152 50
Federal Home Loan Mortgage Corp.	3 500%	06/01/35	179,630 81		189,931 52	185,632 28
Federal Home Loan Mortgage Corp.	4.500%	04/01/31	165,383 91		180,992 03	178,075 47
Federal Home Loan Mortgage Corp.	5 000%	06/01/41	172,466 27		192,299 89	189,788 78
Federal Home Loan Mortgage Corp.	3 750%	03/27/19	185,000 00	227,502 08		
Federal Home Loan Mortgage Corp	4 875%	06/13/18	185,000 00	210,267 30		
Federal National Mortgage Association	5 000%	10/01/43	164,756 56		183,446.22	179,523 69
Federal National Mortgage Association	3.000%	09/01/30	179,973 44		188,629 52	184,947 91
Federal National Mortgage Association	5 250%	09/15/16	185,000 00	236,737 45		
Federal National Mortgage Association	4 000%	02/01/27	56,780 80	85,617 48	59,659.36	58,512 05
Federal National Mortgage Association	3 500%	02/01/27	45,226 48	63,290 45	47,045.38	47,217 80
Federal National Mortgage Association	5 375%	06/12/17	185,000 00	241,512 72		
Federal National Mortgage Association	3 000%	02/01/27	18,265 25	24,188 11	19,284.13	18,783 98
Federal National Mortgage Association	3 000%	10/01/29	71,987 33	97,849 54	74,776 84	73,936 75
Federal National Mortgage Association	3 000%	11/01/29	74,550 84	96,256 96	77,462.98	76,573.40
Fifth Third Bancor	3.625%	01/25/16	50,000 00	52,755 50		
Ford Motor Co	3 000%	06/12/17	50,000 00		50,737 00	50,291 00
General Elec Cap Corp	4 650%	10/17/21	50,000 00	52,982 00		
General Elec Cap Corp.	3 450%	05/15/24	75,000.00		81,069.75	77,094.75
Georgia Power Co	4 650%	06/01/17	50,000 00	54,873 50		
Goldman Sachs Group Inc	4 000%	03/03/24	50,000 00	49,784 00	49,784 00	51,871 00
Home Depot Inc	4 400%	01/21/21	50,000 00	57,097 50		
Honeywell Intl Inc	5 300%	03/01/18	50,000 00	60,115 00		
Intel Corp	3 300%	10/01/21	50,000 00	52,096 50		
JP Morgan Chase & Co.	3 250%	09/23/22	50,000 00	51,352 50		
JP Morgan Chase & Co	3 875%	02/01/24	75,000 00		80,391.75	77,728 50
JP Morgan Chase Coml Mtg	2 840%	12/15/47	75,000 00		77,765 63	75,921 75
Kroger Co	6 150%	01/15/20	50,000 00	61,720 50	61,720 50	55,351 50
Manufacturers & Traders	6 625%	12/04/17	50,000 00		52,768 50	52,198 00
McDonalds Corp	5 800%	10/15/17	50,000 00	56,987 00		
McKesson Corp	3 796%	03/15/24	50,000 00		53,735 50	51,533 50
MetLife Inc	6 750%	06/01/16	50,000 00	59,454 50		
MetLife Inc	3 600%	11/13/25	50,000 00		52,070.50	50,837 50
Microsoft Corp	3 000%	10/01/20	50,000 00	53,082 00		
Microsoft Corp	2 400%	08/08/26	75,000 00		74,728 50	70,852 50
Morgan Stanley	3 875%	01/27/26	50,000 00		52,209 50	50,505 50
News America, Inc	3 000%	09/15/22	50,000 00	45,167 50		
Northrop Grumman Corp	3 250%	08/01/23	50,000 00	51,563 00	51,563 00	50,972 50
Oracle Corp	5 250%	01/15/16	50,000 00	58,050 00		
Proctor & Gamble Co	3 100%	08/15/23	50,000 00	51,158 50		
Prudential Financial Inc	3 500%	05/15/24	50,000 00	49,784 00	49,784 00	51,086 00
Public Svc Enterprise Group	1 600%	11/15/19	50,000 00		50,036 50	49,281 50
Shire Acquisitions Invt	1 900%	09/23/19	50,000 00		50,029 00	49,366 00
Target Corp	3 875%	07/15/12	50,000 00	55,373 00		
Time Warner, Inc Co GTD	4 750%	03/29/21	50,000 00	54,431 66		

Description	Rate	Maturity Date	Par Value/ Shares	Basis		Fair Market Value
				12-31-15	12-31-16	
Toronto Dominion Bnk	1.450%	09/06/18	75,000 00		75,062 25	74,635 50
UnitedHealth Group, Inc	1.900%	07/16/18	50,000 00		50,544 50	50,222 00
United Technologies Corp	5.375%	12/15/17	50,000 00	60,039 00		
US Treasury Bill		08/17/17	150,000 00		149,154 17	149,364 00
US Treasury Note	4.000%	08/15/18	155,000 00	200,190 42		
US Treasury Note	4.750%	08/15/17	30,000.00	87,286.33	32,574.61	30,735 90
US Treasury Note	3.125%	05/15/21	25,000 00	317,949 20	26,450 19	26,344 75
US Treasury Note	3.250%	12/31/16	50,000 00	51,832.03		
US Treasury Note	2.750%	05/15/20	150,000 00	162,503.50		
US Treasury Note	2.750%	11/15/23	170,000 00	285,069.53	178,825.39	175,604 90
US Treasury Note	3.250%	12/31/16	25,000 00		25,916 01	25,000 00
US Treasury Note	1.625%	02/15/26	475,000.00		477,542 99	443,830 50
US Treasury Note	0.125%	07/15/26	100,842 00		100,590 37	97,514 21
US Treasury Note	0.750%	04/30/18	200,000 00		199,449.22	199,344 00
Verizon Communications Inc.	4.150%	03/15/24	50,000.00	50,101.00	50,101 00	52,249 00
Walgreen Co.	3.100%	09/15/22	50,000 00	50,659 00		
Walmart Stores Inc	5.800%	02/15/18	50,000 00	61,579.50	61,579 50	52,438 50
Waste Management Inc.	4.750%	06/30/20	50,000.00	56,206.50		
Wells Fargo & Co	4.600%	04/01/21	50,000.00	57,456.50		
Wells Fargo & Co	1.577%	01/15/59	70,369 92		70,482 62	69,878 03
Westpac Bkg Corp.	1.600%	01/12/18	75,000 00		75,272 25	74,941 50
WFRBS Coml Mtg 2012-C6	2.191%	04/15/45	72,976.23		17,544.53	17,520 31
WFRBS Coml Mtg 2013-C12	2.072%	03/15/48	48,727 58		49,003 58	48,887 41
WFRBS Coml Mtg 2014-LC14 47	2.862%	03/15/47	75,000.00		76,218 75	76,437 00
Total bonds				\$ 4,636,821.92	\$ 4,681,204 84	\$ 4,560,022 58
Total investments				\$ 10,691,740 68	\$ 10,208,570 66	\$ 15,350,726.90

Schedule 6

CONTRIBUTIONS PAID

THE FAIN FOUNDATION - TIN 75-6016679

Year 2016

<u>Name and Address</u>	<u>Purpose</u>	<u>Amount</u>
Alzheimer's Association 901 Indiana Ave , Suite 350 Wichita Falls, TX 76301	Operating Budget	\$ 2,500 00
American Cancer Society 2304 Midwestern Pkwy, Ste 206 Wichita Falls, TX 76308	Operating Budget	2,500 00
Arts Council, Wichita Falls Area The Kemp at The Forum 2120 Speedway Ave Wichita Falls, TX 76308	Operating Budget Stroll and Roll	30,000 00 5,000 00
Arts Council, Wichita Falls Area Kemp Center for the Arts 1300 Lamar St Wichita Falls, TX 76301	Wood Garden NorthLight Gallery	7,500 00 15,000 00
ARC of Wichita County 3115 Buchanan Street Wichita Falls, TX 76308	Operating Budget	5,000 00
Backdoor Theatre 501 Indiana Wichita Falls, TX 76301	Operating Budget	5,000 00
Big Brothers Big Sisters 450 E John Carpenter Fwy Irving, TX 75062	Operating Budget Operating Budget Dancing for the Stars	10,000 00 20,000 00 10,000 00
Boys & Girls Clubs of Wichita Falls, Inc 1318 Sixth Street Wichita Falls, TX 76301	Operating Budget Teen Council	1,000 00 5,000 00
Boys & Girls Clubs of Vernon 2015 Yampanka St Vernon, TX 76385	Garden Program	5,000 00
Burkburnett ISD 416 Glendale St Burkburnett, TX 76354	Baseball Program	1,000 00
Camp Fire Council of North Texas 2414 Ninth Street Wichita Falls, TX 76309	Operating Budget Membership Drive Swimming Pool	25,000 00 2,500 00 125,000 00
Child Advocates 808 Austin Street Wichita Falls, TX 76301	Operating Budget	10,000 00

<u>Name and Address</u>	<u>Purpose</u>	<u>Amount</u>
Child Care, Inc 1000 Lamar, Suite 432 Wichita Falls, TX 76301	Classroom Supplies	5,000 00
Chrst Home Place Ministries 1420 Twin Oaks Street Wichita Falls, TX 76302	Operating Budget	25,000 00
Christmas in Action P O Box 8464 Wichita Falls, TX 76307	Operating Budget Building Materials	1,000 00 5,000 00
Clay County Memorial Hospital 310 West South Street Henrietta, TX 76365	Physician Salanes	15,000 00
Disaster Helping Hands P O Box 1891 Wichita Falls, TX 76301	Operating Budget	5,000 00
Faith Mission/Faith Refuge P O Box 965 Wichita Falls, TX 76307	Kitchen Equipment	5,000 00
First Step, Inc. P O Box 4085 Wichita Falls, TX 76308	Flooring Washing Machine	3,000 00 1,000 00
Floral Heights Community Food Pantry 2214 Tenth St Wichita Falls, TX 76309	Building Fund	25,000.00
Friendly Door Senior Center of Iowa Park 810 North Third Street Iowa Park, TX 76367	Operating Budget	2,000 00
Habitat for Humanity 1206 Lamar St Wichita Falls, TX 76301	Carrngan House	1,000 00
Hands to Hands Community Fund P O Box 4641 Wichita Falls, TX 76308	Operating Budget	20,000 00
Hospice of Wichita Falls, Inc 4909 Johnson Road Wichita Falls, TX 76310	Benefit Golf Tournament	7,500 00
Humane Society of Wichita County P O Box 3648 Wichita Falls, TX 76301	Airmen for the Animals	5,000 00
Inheritance Adoptions 1007 Eleventh Street Wichita Falls, TX 76301	Operating Budget	5,000 00

<u>Name and Address</u>	<u>Purpose</u>	<u>Amount</u>
Interfaith Ministries 1101 11th St Wichita Falls, TX 76301	Oh! Christmas Tree Fundraiser	2,500 00
Junior League of Wichita Falls 2302 Midwestern Parkway Wichita Falls, TX 76308	Christmas Magic	5,000 00
The Kitchen 1000 Burnett St Wichita Falls, TX 76301	Kitchen Equipment	6,000 00
Susan G Komen Foundation P O Box 1315 Wichita Falls, TX 76307	Race for the Cure	1,000 00
Midwestern State University 3410 Taft Blvd Wichita Falls, TX 76308	Women's Athletics Mass Communications SBDC Lemonade Day	10,000 00 25,000 00 2,500 00
New Horizons 294 Medical Drive Abilene, TX 79601	Operating Budget	7,500 00
Nonprofit Management Center of Wichita Falls 2301 Kell Blvd , Ste 218 Wichita Falls, TX 76308	Operating Budget	15,000 00
North Texas Rehabilitation Center, Inc 1005 Midwestern Parkway East Wichita Falls, TX 76302	Operating Budget	5,000 00
Northwest Texas Council Boy Scouts of America 3604 Maplewood Wichita Falls, TX 76308	Operating Budget	2,500 00
Paws for Greatness 4245 Kemp Blvd Ste 408 Wichita Falls, TX 76308	Operating Budget	5,000 00
P E T S 500 Wichita St Wichita Falls, TX 76306	Operating Budget	21,625 00
Peyton's Project P O Box 906 Wichita Falls, TX 76307	Fundraising Event Operating Budget	5,000 00 30,000 00
Pregnancy Help Center P O Box 2364 Wichita Falls, TX 76307	Operating Budget	10,000 00
Presbyterian Manor 4600 Taft Blvd Wichita Falls, TX 76308	House of Hope	100,000 00
Project Back to School P O Box 9700 Wichita Falls, TX 76308	Operating Budget	1,500 00

<u>Name and Address</u>	<u>Purpose</u>	<u>Amount</u>
Rathgeber Hospitality House 1615 Twelfth St Wichita Falls, TX 76301	Operating Budget	10,000 00
Red River Valley Museum P O Box 2004 Vernon, TX 76385	Operating Budget	2,500 00
The Rehab Center Foundation 1005 Midwestern Parkway Wichita Falls, TX 76302	Pledge Payment	100,000 00
Rider High School Band Parents Assoc P O Box 4692 Wichita Falls, TX 76308	Semi-Trailer for Equip	1,000 00
River Bend Nature Center 2200 3rd Street Wichita Falls, Texas 76301	Operating Budget	30,000 00
Semper Gratus, Inc. 4037 Courtshire Dr Dallas, TX 75229	Wounded Warriors	10,000 00
SIDS and Kids of Texoma P O Box 9529 Wichita Falls, TX 76308	Operating Budget	2,500 00
Southside Youth Center 1205 Montgomery Wichita Falls, TX 76302	Operating Budget	2,000 00
Straight Street P O Box 1684 Wichita Falls, TX 76307	Building Project	50,000 00
Taft Counseling Center 4722 Taft Blvd , #2 Wichita Falls, Texas 76308	Operating Budget	1,500 00
Texoma Alliance to Stop Abuse P O Box 1404 Vernon, TX 76385	Operating Budget	1,000 00
United Regional Foundation 1600 Eleventh St Wichita Falls, Texas 76301	Chief Med Officer Program Serving Up Miracles Heart of a Woman ER Expansion	5,000 00 10,000 00 10,000 00 125,000 00
United Way, North Texas Area P O Box 660 Wichita Falls, Texas 76307	Operating Budget	3,000 00
University United Methodist Church 3405 Taft Blvd Wichita Falls, TX 76308	Missions - Napal School	2,500 00
Whispers of Hope Horse Farm 3545 Parkhills Rd Wichita Falls, Texas 76310	Hay Equipment	1,000 00 2,000 00

<u>Name and Address</u>	<u>Purpose</u>	<u>Amount</u>
Wichita Adult Literacy Council 4309 Jacksboro Highway, Suite 105 Wichita Falls, Texas 76302	Operating Budget	10,000 00
Wichita Falls Alliance for Arts 1005 9th Street, Suite 102 Wichita Falls, TX 76301	Operating Budget	16,666 67 6,000 00
Wichita Falls Area Community Foundation 807 8th Street, Suite 750 Wichita Falls, Texas 76301	Rotary Club of WF	5,000 00
Wichita Falls Ballet Theatre 1501 Midwestern Parkway, Suite 116 Wichita Falls, Texas 76302	Operating Budget	5,000 00
Wichita Falls Convention Visitor's Bureau 1000 5th Street Wichita Falls, TX 76301	Museum Days	6,000 00
Wichita Falls Museum and Art Center at MSU #2 Eureka Circle Wichita Falls, Texas 76308	Operating Budget	25,000 00
Wichita Falls Symphony Orchestra 1300 Lamar Wichita Falls, Texas 76301	Operating Budget	15,000 00
Wichita Falls Youth Symphony Orchestra 1300 Lamar Wichita Falls, Texas 76301	Operating Budget	4,000 00
Wild Bird Rescue, Inc 4611 Lakeshore Dr Wichita Falls, Texas 76310	Operating Budget	9,000 00
YMCA 1010 Ninth Street Wichita Falls, Texas 76309	Operating Budget Capital Campaign	2,000 00 625,000 00
Total contributions		<u>\$ 1,770,291 67</u>

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

Schedule 7

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

THE FAIN FOUNDATION - TIN 75-6016679

Year 2016

<u>Officers and Directors - Part VIII</u>	<u>Title, and Average Hours Per Week Devoted to Position</u>	<u>Contributions to Employee Benefit Plans</u>	<u>Expense Account, Other Allowances</u>	<u>Compensation</u>
Martha Fain Wichita Falls, Texas	Pres , Treas & Director (1)	\$	\$	\$ 18,000 00
Mac W. Cannedy, Jr Wichita Falls, Texas	Vice-Pres , Sec , & Director (1)			18,000 00
Dennis D Cannedy Wichita Falls, Texas	Director (1)			18,000 00
Ann Kelly Wichita Falls, Texas	Director (1)			18,000 00
John M. Kelly Wichita Falls, Texas	Director (1)			18,000 00
		<u>\$</u>	<u>\$</u>	<u>\$ 90,000 00</u>

Foundation Managers - Part XVMartha Fain
Wichita Falls, Texas

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

(1) Time devoted to position - Nominal