

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

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

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

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

OMB No. 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning **NOV 1, 2016**, and ending **OCT 31, 2017**

Name of foundation

A Employer identification number

Effie and Wofford Cain Foundation**75-6030774**

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

Room/suite

B Telephone number

4131 Spicewood Springs Road**A-1****512-346-7490**

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

C If exemption application is pending, check here ☐**Austin, TX 78759**

G Check all that apply:

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

04☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐I Fair market value of all assets at end of year J Accounting method: ☒ Cash ☐ Accrual

F If the foundation is in a 60-month termination

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 Stmt. 13		P		
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 30157700.		26091784.	4065916.
b			
c			
d			
e			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			4065916.
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	4065916.
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	5999081.	114300609.	.052485
2014	6134170.	121813804.	.050357
2013	5653354.	125711236.	.044971
2012	5393355.	117267439.	.045992
2011	5472142.	110519663.	.049513

2 Total of line 1, column (d)	2	.243318
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	.048664
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	124317640.
5 Multiply line 4 by line 3	5	6049794.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	60430.
7 Add lines 5 and 6	7	6110224.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	5809104.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	120861.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	120861.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	120861.
6 Credits/Payments:			
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a 141379.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	141379.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	20518.
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax ☐ 20518. Refunded ☐		11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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?	N/A	
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 XIV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ Texas		
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

Form 990-PF (2016)

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X
14 The books are in care of ► <u>Effie and Wofford Cain Foundation</u> Telephone no. ► <u>512-346-7490</u> Located at ► <u>4131 Spicewood Springs Road, #A-1, Austin, TX</u> ZIP+4 ► <u>78759</u>		
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 ►	16	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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2016 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b	X

Form 990-PF (2016)

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Stmnt. 14		407512.	215099.	0.

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

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

Total number of other employees paid over \$50,000

0

Form 990-PF (2016)

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
Smith Asset Management 100 Crescent Ct, Suite 850, Dallas, TX 75201	Inv. Management	139279.
Clearbrook Investment Consulting 10 High Street, Suite 630, Boston, MA 02110	Inv. Management	63021.
JP Morgan Chase PO Box 6076, Newark, DE 19714-6076	Cust/Inv. Management	56863.

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	None	
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	None	
2		
3	All other program-related investments. See instructions.	

Total. Add lines 1 through 3

0.

Form 990-PF (2016)

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	113014080.
b Average of monthly cash balances	1b	12203203.
c Fair market value of all other assets	1c	993519.
d Total (add lines 1a, b, and c)	1d	126210802.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	126210802.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1893162.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	124317640.
6 Minimum investment return. Enter 5% of line 5	6	6215882.

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	6215882.
2a Tax on investment income for 2016 from Part VI, line 5	2a	120861.
b Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	120861.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	6095021.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	6095021.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	6095021.

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	5809104.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5809104.
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	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	5809104.

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.

Form 990-PF (2016)

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				6095021.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			5596588.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 5809104.				
a Applied to 2015, but not more than line 2a			5596588.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2016 distributable amount				212516.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				5882505.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

Wofford and Effie Marie Cain (both deceased)

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:

Stmt. 15

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

Stmt. 15

c Any submission deadlines:

Stmt. 15

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

Stmt. 15

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Stmt. 7A				5018415.
Total			▶ 3a	5018415.
b Approved for future payment				
Stmt 7B				100000.
Total			▶ 3b	100000.

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		

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.

Sign Here  **03-13-18** **Exec. Director**

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☐ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

Statement 1

Part I, Line 11 - Other Income:

Description	Column A	Column B
	Balance Per Books	Investment Income
Oil & Gas Royalty Income	138,644	138,644
Shareholders' litigation settlement	13	13
Total Other Income	138,657	138,657

Statement 2

Payee	Service	Column A Balance Per Books	Column B Related to Investment Income	Column D Disbursed for Charitable Purpose
Part I, Line 16a - Legal Fees				
Brorby, Crozier & Dobie, PC - fees	Legal and tax advice - Corporate	16,678	2,850	13,829
Total Legal		16,678	2,850	13,829

Statement 3

Part I, Line 16c - Other Professional Fees

Smith Asset Management	Investment management	139,279	139,279	0
Clearbrook Investment Consulting	Investment consulting	63,021	63,021	0
JP Morgan Chase	Custodial/Investment management	56,863	56,863	0
Westwood Trust	Investment management	36,603	36,603	0
Goldman Sachs	Investment management	14,398	14,398	0
JMD Consulting	Computer consulting	6,880	0	6,880
Frost National Bank	Plan sponsor for 401(k)	5,400	0	5,400
C&M Administrators, Inc	Form 5550 filing for 401(k)	1,642	0	1,642
Maxwell, Locke & Ritter	Accounting consulting	150	0	150
Total Other Professional Fees		324,236	310,164	14,072

Statement 4

Part I, line 18 - Taxes:

Description	Column A	Column B	Column D	Other
	Balance Per Books	Related to Investment Income	Disbursed for Charitable Purposes	
Payroll Taxes	27,124	962	26,162	
Ad Valorem Property Taxes	21,783	21,783	0	
Oil & Gas Production Tax	6,147	6,147	0	
Personal Property Taxes	201	7	194	
Foreign Dividend Taxes	5,109	5,109	0	
Excise Tax	38,000	0	0	38,000
Total	98,364	34,008	26,356	38,000

Taxes on office property are listed on Part I, Line 20

Statement 5

Part I, Line 19 - Depreciation and Depletion

	Date Acquired	Cost	Recovery Period	Method Used	Rate	Accum as of 10/31/16	Column A		Column B		Accum as of 10/31/17
							Balance Per Books	Related to Inv Income	Other	Disposed	
Depreciation											
Office Furn & Fixtures	1981	467	5 Yrs	SL	0%	467	0	0	0	0	467
Office Furn & Fixtures	1982	259	5 Yrs	SL	0%	259	0	0	0	0	259
Office Furn & Fixtures	1985	1,180	5 Yrs	SL	0%	1,180	0	0	0	0	1,180
Office Furn & Fixtures	1987	1,655	5 Yrs	SL	0%	1,655	0	0	0	0	1,655
Office Furn & Fixtures	1988	1,169	5 Yrs	SL	0%	1,169	0	0	0	0	1,169
Office Furn & Fixtures	1989	48	7 Yrs	SL	0%	48	0	0	0	0	48
Office Furn & Fixtures	1990	250	7 Yrs	SL	0%	250	0	0	0	0	250
Office Furn & Fixtures	1991	260	7 Yrs	SL	0%	260	0	0	0	0	260
Office Furn & Fixtures	1992	5,793	7 Yrs	SL	0%	5,793	0	0	0	0	5,793
Office Furn & Fixtures	1993	10,931	7 Yrs	SL	0%	10,931	0	0	0	0	10,931
Office Furn & Fixtures	1994	3,941	7 Yrs	SL	0%	3,941	0	0	0	0	3,941
Office Furn & Fixtures	1995	792	7 Yrs	SL	0%	792	0	0	0	0	792
Office Furn & Fixtures	1998	399	7 Yrs	SL	0%	399	0	0	0	0	399
Office Furn & Fixtures	1999	3,485	7 Yrs	SL	0%	3,485	0	0	0	0	3,485
Office Furn & Fixtures	2001	3,955	7 Yrs	SL	0%	3,955	0	0	0	0	3,955
Office Furn & Fixtures	2002	1,821	7 Yrs	SL	0%	1,821	0	0	0	0	1,821
Office Furn & Fixtures	2004	3,915	7 Yrs	SL	0%	3,915	0	0	0	0	3,915
Office Furn & Fixtures	2008	750	7 Yrs	SL	0%	750	0	0	0	0	750
Office Equipment	1984	450	5 Yrs	SL	0%	450	0	0	0	0	450
Office Equipment	1987	80	5 Yrs	SL	0%	80	0	0	0	0	80
Office Equipment	1993	90	5 Yrs	SL	0%	90	0	0	0	0	90
Office Equipment	1994	628	5 Yrs	SL	0%	628	0	0	0	0	628
Office Equipment	1999	1,595	5 Yrs	SL	0%	1,595	0	0	0	0	1,595
Office Equipment	2002	800	5 Yrs	SL	0%	800	0	0	0	0	800
Office Equipment	2007	2,713	5 Yrs	SL	0%	2,713	0	0	0	0	2,713
Office Equipment	2008	935	5 Yrs	SL	0%	935	0	0	0	0	935
Office Equipment	2010	889	5 Yrs	SL	0%	889	0	0	0	0	889
Data Processing Equipment	2007	899	5 Yrs	SL	0%	899	0	0	0	0	899
Data Processing Equipment	2010	2,698	5 Yrs	SL	0%	2,698	0	0	0	0	2,698
Data Processing Equipment	2012	1,499	5 Yrs	SL	20%	1,349	150	4	146	0	1,499
Data Processing Equipment	2014	3,356	5 Yrs	SL	20%	1,678	671	42	629	0	2,349
Office Condo - Building	1992	115,091	31.5 Yrs	SL	3%*	89,967	3,653	331	3,322	0	93,620
Office Refurbishment	2001	38,085	7 Yrs	SL	0%	38,085	0	0	0	0	38,085
Office Refurbishment	2002	4,251	7 Yrs	SL	0%	4,251	0	0	0	0	4,251
Total Depreciation		215,128				188,176	4,474	377	4,097	0	192,650

Statement 5

Part I, Line 19 - Depreciation and Depletion

	Date Acquired	Cost	Recovery Period	Method Used	Rate	Accum as of 10/31/16	Column A		Column B		Accum as of 10/31/17
							Balance Per Books	Related to Inv Income	Other	Disposed	
Depreciation											
Oil & Gas Properties	1980	17,418	Life of Reserve	Cost	0	12,043	0	0	0	0	12,043
Total Depreciation						12,043	0	0	0	0	12,043
Total Depreciation and Depletion						200,219	4,474	377	4,097	0	204,693

* Annual rate of 3.1746%
 F = First year 1/2 annual rate L = Last year 1/2 annual rate

Statement 6

Part I, Line 23 - Other Expenses:

Description	Column A	Column B	Column D
	Balance Per Books	Related to Investment Income	Disbursed for Charitable Purposes
Office Supplies	3,714	126	3,587
Pantry Supplies	599	20	579
Data Processing Supplies	4,135	58	4,077
Equipment Repairs	0	0	0
Property Repairs	17	17	0
Property & Liability Insurance	11,709	204	11,505
Investment Property & Liability Insurance	504	504	0
Membership Dues	2,655	11	2,644
Direct Charitable	35	0	35
Miscellaneous	711	400	310
ADP payroll fees	2,568	0	2,568
Rounding	(1)	(1)	(1)
Total	26,646	1,341	25,306

Statement 7A Page 1 of 9

Part XV, Line 3a - Grants & Contributions Paid During the Year:

Activity/Recipient/Address	Status	Purpose	Amount
Human Needs and Services			
Athens Samaritans	Public	General support	3,000
PO Box 350, Athens, TX 75751			
Austin Police Operation Blue Santa	Public	General support	10,000
4101 S. Industrial Drive, Austin, TX 78744			
Austin Speech Labs	Public	General support	5,000
7800 Shoal Creek Blvd., Suite 136, Austin, TX 78757			
Canine Companions for Independence	Public	General support	10,000
5858 Westheimer Road, Suite 405, Houston, TX 77057			
CASA of Trinity Valley	Public	General support	20,000
PO Box 2259, Athens, TX 75751			
Center for Child Protection	Public	General support	20,000
8509 FM 969, Bldg. 2, Austin, TX 78724			
Christine Alberts Swan Songs (Hospice care)	Public	General support	10,000
PO Box 41475, Austin, TX 78704			
Colleagues, The	Public	General support	2,500
3312 Pico Blvd., Santa Monica, CA 90405			
Family Eldercare	Public	General support	2,000
1700 Rutherford Lane, Austin, TX 78754			
Family Peace Project	Public	General support	5,000
720 East Corsicana, Athens, TX 75751			
Feeding Kids Right	Public	General support	2,500
PO Box 25183, Fort Worth, TX 76124			
GENaustin (Youth outreach)	Public	General support	3,800
3000 South IH-35, Suite 400, Austin, TX 78704			
Henderson County Food Pantry	Public	General support	17,000
715 East Corsicana, Athens, TX 75751			

Statement 7A Page 2 of 9

Part XV, Line 3a - Grants & Contributions Paid During the Year:

Activity/Recipient/Address	Status	Purpose	Amount
Henderson County HELP Center 807 N. Palestine Street, Athens, TX 75751	Public	General support	27,000
Keewaydin Foundation 950 W. Shore Road, Salisbury, VT 05769	Public	General support	2,000
Lila Lane Outreach 101 Lila Lane, Athens, TX 75751	Public	General support	30,000
Lonestar Legacy 4316 Purdue Avenue, Dallas, TX 75225	Public	General support	3,000
Make-A-Wish Foundation - Central & South Texas 2224 Walsh Tarlton Lane, Suite 200, Austin, TX 78746	Public	General support	6,000
Meals on Wheels Ministries PO Box 5475, Tyler, TX 75712	Public	General support	5,000
Michael E. Thornton Foundation 16800 Westgrove Drive, Addison, TX 75001-5188	Public	General support	2,500
New Friends New Life 5019 McKinney Avenue, Suite 115, Dallas, TX 75205	Public	General support	5,000
Portlight Strategies, Inc. PO Box 14109, Charleston, SC 29422	Public	General support	5,000
Ronald McDonald House Charities 403 East 15th Street, Austin, TX 78701	Public	General support	2,500
Salvation Army-Austin 501 East 8th Street, Austin, TX 78701	Public	General support	150,000
Salvation Army-Houston 1500 Austin Street, Houston, TX 77002	Public	General support	15,000
Samaritan Project 201 Saint Thomas Drive, Athens, TX 75751	Public	General support	5,000
Special Operations Warrior Foundation PO Box 89367, Tampa, FL 33689	Public	General support	25,000

Statement 7A Page 3 of 9

Part XV, Line 3a - Grants & Contributions Paid During the Year:

Activity/Recipient/Address	Status	Purpose	Amount
St. Vincent Citizens Nutrition Program 2131 West Third Street, Los Angeles, CA 90057-0992	Public	General support	75,500
TPFC Foundation 805 Morningside Drive, San Antonio, TX 78209-5525	Public	General support	5,000
West Austin Care Givers 2601 Exposition Blvd., Austin, TX 78703	Public	General support	5,000
Total Human Needs and Services			479,300
Public and Community Benefit			
Austin Community Foundation PO Box 5159, Austin, TX 78763	Public	General support	8,500
Boy Scouts of America, Capitol Area Council 12500 North IH-35, Austin, TX 78753	Public	General support	10,000
City of Athens, Texas 508 East Tyler Street, Athens, TX 75751	Public	Community activities	5,000
City of Athens, Texas 508 East Tyler Street, Athens, TX 75751	Public	Fire Department	5,000
Headliners Foundation of Texas 221 West 6th Street, Suite 2100, Austin, TX 78701	Public	General support	10,000
Henderson County Historical Society 217 North Prairieville, Athens, TX 75751	Public	General support	2,000
Lee Park & Arlington Hall Conservancy 3333 Turtle Creek Blvd., Dallas, TX 75219	Public	General support	2,500
Medal of Honor Foundation 5600 Tennyson Avenue, Suite 190, Plano, TX 75024	Public	General support	25,000

Statement 7A Page 4 of 9

Part XV, Line 3a - Grants & Contributions Paid During the Year:

Activity/Recipient/Address	Status	Purpose	Amount
Public Library Fund 121 South Prairieville, Athens, TX 75751	Public	General support	25,000
Texas Parks & Wildlife Foundation 2914 Swiss Avenue, Dallas, TX 75204	Public	General support	10,000
Total Public and Community Benefit			103,000
Cultural Institutions Facilities and Equipment			
East Texas Arboretum & Botanical Society 1601 Patterson Road, Athens, TX 75751	Public	General support	55,000
Total Facilities and Equipment			55,000
Cultural Institutions Program Presentation and Support			
Austin Music Foundation 1901 East 51st Street, Austin, TX 78723	Public	General support	37,500
Austin Scottish Rite Community Theatre 207 West 18th Street, Austin, TX 78701	Public	General support	2,500
Black Fret (Music outreach) PO Box 29628, Austin, TX 78755-6628	Public	General support	25,000
CEC/Seabee Historical Foundation 324 East Third Street, Long Beach, MS 39560	Public	General support	5,000
East Texas Arboretum & Botanical Society 1601 Patterson Road, Athens, TX 75751	Public	General support	10,000

Statement 7A Page 5 of 9

Part XV, Line 3a - Grants & Contributions Paid During the Year:

Activity/Recipient/Address	Status	Purpose	Amount
National WWII Museum 945 Magazine Street, New Orleans, LA 70130	Public	General support	50,000
Texas Music Office PO Box 12428, Austin TX 78711	Public	General support	26,435
Texas State History Museum Foundation 1700 Congress Avenue, Austin, TX 78701	Public	General support	10,000
Thinkery 1830 Simond Avenue, Austin, TX 78723	Public	General support	2,500
University of Texas at Austin 2400 Inner Campus Drive, Austin, TX 78712	Public	General support	25,000
Total Cultural Institutions			193,935
Scientific and Medical Institutions Research and Treatment			
American Heart Association 1700 Rutherford Lane, Austin, TX 78754	Public	General support	10,000
American Red Cross 2218 Pershing Drive, Austin, TX 78723	Public	General support	15,000
Children's Burn Foundation 4929 Van Nuys Blvd., Sherman Oaks, CA 91403	Public	General support	5,000
Disciples Clinic 604 York Street, Athens, TX 75751	Public	General support	10,000
Hospice Austin 4107 Spicewood Springs Road, Suite 100, Austin, TX 78759	Public	General support	10,000
Seton Fund/Daughters of Charity 1018 West 31st Street, Austin, TX 78705	Public	General support	25,000

Statement 7A Page 6 of 9

Part XV, Line 3a - Grants & Contributions Paid During the Year:

Activity/Recipient/Address	Status	Purpose	Amount
Texas Scottish Rite Hospital 2222 Welborn Street, Dallas, TX 75219	Public	General support	57,000
University of Texas System 601 Colorado Street, Austin, TX 78701-2982	Public	Endowment/general support	525,000
University of Texas System 601 Colorado Street, Austin, TX 78701-2982	Public	Medical school endowments	175,000
University of Texas Southwestern Medical Center 5323 Harry Hines Blvd., Dallas, TX 75390	Public	Endowment enhancements	250,000
Total Research and Treatment			1,082,000
Educational Institutions			
Scholarships and Awards			
Athens Christian Preparatory Academy 901 Mission Avenue, Athens, TX 75751	Public	Scholarships	10,000
Athens Independent School District 104 Hawn Street, Athens, TX 75751	Public	Scholarships	1,500
Kappa Alpha Order Educational Foundation PO Box 1865, Lexington, VA 24450	Public	Scholarships	5,000
National Football Foundation 21st at San Jacinto, Bellmont Hall, Austin, TX 78705	Public	Scholarships	12,000
Trinity Valley Community College 100 Cardinal Drive, Athens, TX 75751	Public	Scholarships	60,000
University of Texas at Austin 2400 Inner Campus Drive, Austin, TX 78712	Public	Endowed scholarships	165,000
University of Texas at Austin 2400 Inner Campus Drive, Austin, TX 78712	Public	Memorial scholarships	13,000

Statement 7A Page 7 of 9

Part XV, Line 3a - Grants & Contributions Paid During the Year:

Activity/Recipient/Address	Status	Purpose	Amount
Visitation Academy of St. Louis County 3020 North Ballas Road, St. Louis, MO 63131 Total Scholarships and Awards	Public	Scholarships	10,000 276,500
Educational Institutions			
Educational Programs			
Athens High School	Public	General support	7,000
708 East College Street, Athens, TX 75751			
Athens Public Education Foundation	Public	General support	10,000
104 Hawn Street, Athens, TX 75751			
Eisenhower Foundation	Public	General support	10,000
200 SE 4th Street, Abilene, KS 67410			
University of Texas System	Public	General support	12,000
601 Colorado Street, Austin, TX 78701-2982			
University of Texas at Austin	Public	General support	3,000
2400 Inner Campus Drive, Austin, TX 78712			
University of Texas at Austin	Public	UT Elementary School	30,000
2400 Inner Campus Drive, Austin, TX 78712			
University of Texas at Austin	Public	General support	3,000
2400 Inner Campus Drive, Austin, TX 78712			
Total Educational Programs			75,000

Statement 7A Page 8 of 9

Part XV, Line 3a - Grants & Contributions Paid During the Year:

Activity/Recipient/Address	Status	Purpose	Amount
Educational Institutions			
Facilities and Equipment			
Trinity Valley Community College	Public	Facilities expansion	371,280
100 Cardinal Drive, Athens, TX 75751			
Total Facilities and Equipment			371,280
Educational Institutions			
Special Programs			
Grammy Foundation	Public	Scholarships	8,000
3402 Pico Blvd., Santa Monica, CA 90405			
National Guard Association Texas Educational Foundation	Public	General support	40,000
3706 Crawford Avenue, Austin, TX 78731			
St. Andrew's Episcopal School	Public	Memorial scholarships	2,000
1112 West 31st Street, Austin, TX 78705			
University of Texas at Austin	Public	Special programs	24,900
2400 Inner Campus Drive, Austin, TX 78712			
University of Texas at Austin	Public	College of Communications (UTLA Center)	2,176,000
2400 Inner Campus Drive, Austin, TX 78712			
University of Texas at Austin	Public	General support	11,000
2400 Inner Campus Drive, Austin, TX 78712			
Total Special Programs			2,261,900

Statement 7A Page 9 of 9

Part XV, Line 3a - Grants & Contributions Paid During the Year:

Activity/Recipient/Address	Status	Purpose	Amount
Religious Institutions			
Religious Programs and Projects			
Austin Baptist Church	Public	General support	3,000
7016 Ribelin Road, Austin, TX 78750			
Fellowship of Christian Athletes	Public	General support	5,000
104 Hi Stirrup, Horseshoe Bay, TX 78657			
First Presbyterian Church	Public	General support	40,000
306 East Tyler Street, Athens, TX 75751			
Good Shepherd Episcopal Church	Public	General support	20,000
2206 Exposition Blvd., Austin, TX 78703			
Mt. Dearborn Methodist Church	Public	General support	10,000
PO Box 236, Great Falls, SC 29055			
Munger Place Church	Public	General support	2,500
5200 Bryan Street, Dallas, TX 75206			
University Presbyterian Church	Public	General support	5,000
2203 San Antonio Street, Austin, TX 78705			
Westminster Presbyterian Church	Public	General support	25,000
3208 Exposition Blvd., Austin, TX 78763			
Young Life - Athens	Public	General support	10,000
PO Box 520, Colorado Springs, CO 80901-0520			
Total Religious Programs and Projects			120,500
Total Contributions			5,018,415

Statement 7B

Part XV, Line 3b - Grants and Contributions Approved for Future Payment:

Recipient/Address	Status	Purpose	Amount
University of Texas at Austin 2400 Inner Campus Drive, Austin, TX 78712	Public	College of Communications (UTLA Center)	100,000
Total future payments			100,000

Statement 8

Part II, Line 10b - Investments - Corporate Stock:

Description	Beginning of Tax Year	End of Tax Year		
	Column A Book Value	# of Shares	Column B Book Value	Column C Fair Market Value
Abbott Laboratories	169,362	2,937	113,664	159,274
Accenture PLC Class A	112,513	952	75,502	135,527
Adobe Systems	482,314	3,420	330,019	599,047
Alphabet, Class A	482,954	520	418,560	537,181
American Eagle Outfitters	503,756	0	0	0
Amgen	0	926	130,112	162,254
Anadarko Petroleum Corporation	5,952	0	0	0
Apache Corporation	6,886	0	0	0
Apple	0	2,800	451,990	473,312
Arista Networks	489,269	3,050	205,960	609,665
Automatic Data Processing	97,498	0	0	0
Baker Hughes	2,980	0	0	0
Bank of New York Mellon Corporation	460,723	9,160	360,702	471,282
Baxter International	504,337	8,460	406,637	545,416
BB&T Corporation	123,283	0	0	0
Biogen	0	1,500	439,445	467,490
Blackrock	0	329	131,895	154,903
Boeing Company	0	1,900	450,440	490,162
C R Bard	367,325	0	0	0
Cabot Oil & Gas Corporation	2,289	0	0	0
Cadence Design Systems	454,967	13,870	290,738	598,629
Celanese Corporation, Class A	0	4,850	410,254	505,904
Celgene Corporation	0	3,550	419,275	358,444
Centene Corporation	458,544	6,340	387,623	593,868
Centerpoint Energy	5,020	0	0	0
Chevron Corporation	403,339	3,570	369,317	413,727
Chicago Bridge & Iron Company	6,675	0	0	0

Statement 8

Part II, Line 10b - Investments - Corporate Stock:

Description	Beginning of Tax Year			End of Tax Year	
	Column A Book Value	# of Shares	Column B Book Value	Column C Fair Market Value	
Cimarex Energy Company	2,568	0	0	0	0
Cintas Corporation	477,826	0	0	0	0
Cisco Systems	601,681	4,718	135,373	161,120	161,120
Citrix Systems	449,462	0	0	0	0
Clean Harbors	6,111	0	0	0	0
Clorox Company	436,933	0	0	0	0
Colgate Palmolive Company	121,831	2,176	117,674	153,299	153,299
Cullen Frost Bankers	1,378,063	96,636	1,187,556	9,518,646	9,518,646
CVS Health Corporation	184,063	0	0	0	0
Devon Energy Corporation	5,608	10,990	432,402	405,531	405,531
Diamondback Energy	3,460	0	0	0	0
Dick's Sporting Goods	463,856	0	0	0	0
Discover Financial Services	388,850	6,330	303,879	421,135	421,135
Dominion Resources	5,047	0	0	0	0
Dover Corporation	0	1,322	110,126	126,238	126,238
Dow Chemical Company	2,935	0	0	0	0
Eaton Corporation PLC	0	5,500	427,022	440,110	440,110
Emerson Electric Company	5,670	7,550	460,158	486,673	486,673
Energizer Corporation	7,884	0	0	0	0
Energy Select Sector SPDR FD	50,617	0	0	0	0
EOG Resources	4,453	0	0	0	0
EQT Corporation	8,164	0	0	0	0
ExxonMobil Corporation	316,826	4,390	160,866	365,907	365,907
Facebook-A	470,445	3,040	357,538	547,382	547,382
Fleetcor Technologies	486,987	2,650	445,005	437,966	437,966
Flowserve Corporation	13,725	0	0	0	0
General Dynamics Corporation	507,952	0	0	0	0

Statement 8

Part II, Line 10b - Investments - Corporate Stock:

Description	Beginning of Tax Year		End of Tax Year	
	Column A Book Value	# of Shares	Column B Book Value	Column C Fair Market Value
General Mills	43,268	0	0	0
Gentex Corporation	378,235	0	0	0
Helmerich & Payne	226,876	0	0	0
Hess Corporation	4,259	0	0	0
Hologic	446,062	0	0	0
Home Depot	231,854	3,806	162,153	630,959
Honeywell International	3,101	0	0	0
Huntington Ingalls Industries	0	2,120	455,577	493,600
Idex Corporation	4,212	0	0	0
Illinois Tool Works	95,479	818	37,570	128,033
Jacobs Engineering Group	4,603	0	0	0
Johnson & Johnson	433,541	1,166	84,447	162,552
JP Morgan Chase & Company	639,102	16,740	671,243	1,684,211
Kinder Morgan Management LLC	7,336	0	0	0
Kirby Company	5,969	0	0	0
Lear Corporation	0	2,980	432,390	523,258
Lincoln Electric Holdings	5,387	0	0	0
Marathon Oil Corporation	6,341	0	0	0
Martin Marietta Materials	2,763	0	0	0
Masco Corporation	502,051	0	0	0
McDonalds Corporation	156,581	3,710	501,056	619,236
Merck & Company	494,550	6,840	433,683	376,816
Microsoft Corporation	163,154	2,449	102,245	203,708
Mondelez International, Class A	75,750	631	26,566	26,142
Morgan Stanley	0	2,502	121,618	125,100
Murphy USA	2,954	0	0	0
National Fuel Gas Company	2,351	0	0	0
Netapp	0	10,500	385,992	466,410

Statement 8

Part II, Line 10b - Investments - Corporate Stock:

Description	Beginning of Tax Year	End of Tax Year		
	Column A Book Value	# of Shares	Column B Book Value	Column C Fair Market Value
Newfield Exploration Company	6,970	0	0	0
Nextera Energy	54,001	609	33,711	94,438
Nike, Class B	0	3,099	165,133	170,414
Noble Energy	5,904	0	0	0
Nordstrom	499,325	8,800	457,714	348,920
Northrop Grumman Corporation	115,502	413	88,161	122,054
Occidental Petroleum Corporation	3,014	0	0	0
OGE Energy Corporation	2,845	0	0	0
Parker Hannifin Corporation	450,741	2,760	296,201	504,004
PDC Energy	2,138	0	0	0
Pentair PLC	2,364	0	0	0
Pepsico	99,998	1,543	119,236	170,085
Phillips 66	161,015	1,586	119,191	144,453
Pioneer Natural Resources Company	2,944	0	0	0
Plains GP Holdings, Class A	4,754	0	0	0
PNC Financial Services Group	146,452	1,329	111,435	181,794
Procter & Gamble Company	0	5,000	457,111	431,700
PVH Corporation	0	3,750	425,756	475,538
QEP Resources	2,169	0	0	0
Qualcomm	125,791	2,496	121,667	127,321
Quintiles Transnational Holding	421,683	0	0	0
Range Resources Corporation	3,575	0	0	0
Red Hat	472,415	0	0	0
Royal Dutch Shell PLC	4,406	0	0	0
Schlumberger LTD	5,119	0	0	0
Sempria Energy	4,281	0	0	0
Sherwin-Williams Company	134,049	383	103,038	151,342

Statement 8

Part II, Line 10b - Investments - Corporate Stock:

Description	Beginning of Tax Year	End of Tax Year		
	Column A Book Value	# of Shares	Column B Book Value	Column C Fair Market Value
SM Energy Company	407,582	0	0	0
SPDR S&P 500 ETF Trust	0	949	226,943	244,035
Suntrust Banks	479,943	7,670	336,267	461,811
Superior Energy Services	2,936	0	0	0
Sysco Corporation	472,614	8,520	415,077	473,882
Take-Two Interactive Software	418,753	6,410	242,610	709,267
Target Corporation	132,663	0	0	0
Texas Instruments	0	1,606	131,200	155,284
Tortoise MLP & Pipeline-INS	90,789	0	0	0
Transcanada Corporation	4,434	0	0	0
Travelers Companies	284,604	0	0	0
Trinity Industries	5,314	0	0	0
Union Pacific Corporation	3,415	0	0	0
Unitedhealth Group	162,759	895	110,460	188,147
US Bancorp	0	8,230	435,355	447,547
USG Corporation	483,286	0	0	0
Varian Medical Systems	0	4,220	432,930	439,682
VMWare, Class A	0	4,300	452,368	514,667
Voya Financial	478,761	0	0	0
Wal-Mart Stores	484,056	6,040	436,372	527,352
Waste Connections	3,187	0	0	0
Waters Corporation	0	2,560	440,729	501,888
Weatherford International PL	3,797	0	0	0
Williams Companies	5,751	0	0	0
WPX Energy	1,457	0	0	0
Wyndham Worldwide Corporation	489,571	5,330	401,441	569,511
Chase Alpha2 Hedge Fund	0	0	4,901,544	4,952,727

Statement 8

Part II, Line 10b - Investments - Corporate Stock:

Description	Beginning of Tax Year	End of Tax Year		
	Column A Book Value	# of Shares	Column B Book Value	Column C Fair Market Value
Chase Multi-Strategy Hedge Fund (Class C-A Series)	2,319,674	0	2,319,674	6,667,461
Harbor International	7,899,344	0	0	0
Pimco All Asset Fund	9,468,579	834,295	9,899,223	10,111,661
Pimco Tactical Opportunities	0	0	5,000,000	5,104,624
SPDR Gold Trust	345,995	3,700	345,995	446,479
Smith Global Large Cap Fund	0	0	6,040,970	6,834,315
Vanguard Institutional Index Fund	6,227,914	47,901	5,280,709	11,247,205
Vanguard Small-Cap Index Fund	5,517,932	148,947	5,657,079	10,240,090
Vanguard Total International Index Fund	4,565,070	63,191	6,712,315	7,568,417
Westwood	10,464,072	0	10,123,190	11,317,902
Total Corporate Stock	69,432,489	1,454,231	75,785,074	108,426,131

Statement 9

Part II, Line 10c - Investments - Corporate Bonds:

Description	Beginning of Tax Year	End of Tax Year		
	Column A Book Value	Par/Face Value	Column B Book Value	Column C Fair Market Value
JPM Fixed Income	0	NA	5,059,059	5,034,006
GS Corporate Credit Investment Fund	4,559,263	NA	4,253,296	6,438,819
GS Corporate Fixed Income	2,970,686	NA	5,043,738	5,057,240
Total Corporate Bonds	7,529,949	0.00	14,356,093	16,530,064

Statement 10

Part II, Line 11 - Investments - Land, Buildings and Equipment:

Description	Basis	Beginning of Tax Yr	End of Tax Year		
			Column A Book Value	Column B Book Value	Column C Fair Market Value
Real Estate - Block 124, Dallas, Texas	391,388		391,388	391,388	375,145
Total	391,388		391,388	391,388	375,145

Statement 11

Part II, Line 13 - Investments - Other:

Description	Basis	Beginning of Tax Yr	End of Tax Year		
			Column A Book Value	Column B Book Value	Column C Fair Market Value
Oil & Gas Royalty Interests (Producing)	323,099		323,099	323,099	576,875
Oil & Gas Royalty Interests (Non-producing)	4,086		4,086	4,086	4,086
Total	327,185		327,185	327,185	580,961

See Statement 5 for analysis of Accumulated Depletion.

Part II, Line 14 - Land, Buildings and Equipment:

See Statement 5 for analysis of Accumulated Depreciation, additions and disposals.

Statement 13

Part IV, Line 1 & 2 - Capital Gains and Losses for Tax on Investment Income

# of Shares	Description	*How Acquired	Date Acquired	Date Sold	Sales Price	Cost	Gain (Loss)
Publicly Traded Securities							
0	JPMorgan Fixed Income	P	Various	Various	197,903	196,225	1,678
0	Goldman Sachs Corporate Fixed Income	P	Various	Various	585,388	588,582	(3,194)
0	Westwood Common Fund Equity gain distribution	P	Various	Various	1,421,836	960,397	461,440
0	Westwood Income Opportunity Fund gain distributions	P	Various	Various	31,308	0	31,308
0	Westwood Funds (K-1 adjustments)	x	Various	31-Oct-17	297,381	492,747	(195,366)
0	JPMorgan Alpha 2 Hedge Fund	P	Various	31-Oct-17	199,959	198,456	1,504
Total Fixed Income					2,733,776	2,436,407	297,369
Total Publicly Traded Securities & Fixed Income					30,157,700	26,091,784	4,065,916

* (P) Purchase, (S) Spin-off/Split, (EX) Exchange, (M) Merge, (NC) Name Change, (D) Dividend

Statement 14

Part VIII, Line 1 - Officers, Directors, Trustees, Managers and Their Compensation:

(A) Name and Address	(B) Title and Average Hours per Week Devoted to Position	(C) Compensation	(D) Benefit and Retirement Plans	(E) Expense Account
Franklin W. Denius 3500 Jefferson Street, Suite 315 Austin, TX 78731	Director, President 35.00 Hours per week	28,344	22,091	0
John C. Cain 102 W. Tyler Athens, TX 75751	Director of Real Estate Vice President 32.00 Hours per week	28,344	35,403	0
Charmaine D. McGill 4131 Spicewood Springs, #A-1 Austin, TX 78759	Director, Vice President, Grants Administrator 32.00 Hours per week	74,280	29,670	0
F. Wofford Denius 9601 Wilshire Blvd., Suite 700 Beverly Hills, CA 90210	Director of Legal Vice President 33.00 Hours per week	28,344	34,179	0
Lynn Fowler 4131 Spicewood Springs, #A-1 Austin, TX 78759	Executive Director, Secretary & Treasurer 41.69 Hours per week	183,956	57,994	0
Mary Bratz 4131 Spicewood Springs, #A-1 Austin, TX 78759	Business Manager, Assistant Secretary 40.15 Hours per week	64,242	35,763	0
		407,512	215,099	0

Statement 15

Part XV, Supplementary Information:

Line 2a - Name and Address of the Person to Whom Applications Should be Addressed:

Mrs. Lynn Fowler, Executive Director
The Cain Foundation
4131 Spicewood Springs Road, Suite A-1
Austin, Texas 78759
Telephone (512) 346-7490
FAX (512) 346-7491

Line 2b - Application Form

The Foundation does not accept unsolicited grant applications and no grants are made to or for the benefit of individuals

Line 2c - Submission Deadlines

There are no submission deadlines.

Line 2d - Restrictions or Limitations on Awards:

The Foundation does not accept unsolicited grant applications and no grants are made to or for the benefit of individuals.