

C&E
950Form **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.

▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning **NOV 1, 2017**, and ending **OCT 31, 2018**

Name of foundation **Effie and Wofford Cain Foundation**

Number and street (or P.O. box number if mail is not delivered to street address) **4131 Spicewood Springs Road**

City or town, state or province, country, and ZIP or foreign postal code **Austin, TX 78759**

Room/suite **A-1**

A Employer identification number **75-6030774**

B Telephone number **512-346-7490**

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 128032327.**

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

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 ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		71882.	71882.		
4 Dividends and interest from securities		2422360.	1968867.		
5a Gross rents		140358.	140358.		
b Net rental income or (loss)		128868.			
6a Net gain or (loss) from sale of assets not on line 10		11420227.			
b Gross sales price for all assets on line 6a		34080729.			
7 Capital gain net income (from Part IV, line 2)			11079485.		
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 Stmt 1		167906.	167906.		
12 Total. Add lines 1 through 11		14222733.	13428498.		
13 Compensation of officers, directors, trustees, etc.		410111.	16125.		393986.
14 Other employee salaries and wages					
15 Pension plans, employee benefits		211935.	6893.		205042.
16a Legal fees Stmt 2		35931.	1869.		34062.
b Accounting fees					
c Other professional fees Stmt 3		432801.	416430.		16372.
17 Interest					
18 Taxes Stmt 4		289471.	59037.		26198.
19 Depreciation and depletion Stmt 5		4324.	373.		
20 Occupancy		35211.	1598.		33613.
21 Travel, conferences, and meetings		68273.	6671.		59685.
22 Printing and publications		3431.	1801.		1630.
23 Other expenses Stmt 6		24457.	43550.		22227.
24 Total operating and administrative expenses. Add lines 13 through 23		1515945.	554347.		792815.
25 Contributions, gifts, grants paid Stmt 7A		6188414.			6188414.
26 Total expenses and disbursements. Add lines 24 and 25		7704359.	554347.		6981229.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		6518374.			
b Net investment income (if negative, enter -0-)			12874151.		
c Adjusted net income (if negative, enter -0-)				N/A	

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				
	2	Savings and temporary cash investments		5194139.	6306743.	6306743.
	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		75785074.	79348667.	102018507.
	c	Investments - corporate bonds Stmt 9		14356093.	16202594.	18142910.
	11	Investments - land, buildings, and equipment basis ▶	391388.			
	Less: accumulated depreciation ▶	Stmt 10	391388.	391388.	569024.	
12	Investments - mortgage loans					
13	Investments - other Stmt 11		327185.	327185.	592740.	
14	Land, buildings, and equipment basis ▶	211289.				
	Less: accumulated depreciation Stmt 12 ▶	153728.	61885.	57561.	402403.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		96115764.	102634138.	128032327.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable Stmt 7B		100000.	7300000.	
	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)		100000.	7300000.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26, and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		57565853.	57565853.	
	29	Retained earnings, accumulated income, endowment, or other funds		38449911.	37768285.	
30	Total net assets or fund balances		96015764.	95334138.		
31	Total liabilities and net assets/fund balances		96115764.	102634138.		

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	96015764.
2	Enter amount from Part I, line 27a	2	6518374.
3	Other increases not included in line 2 (itemize) ▶ Increase in grants payable	3	-7200000.
4	Add lines 1, 2, and 3	4	95334138.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	95334138.

Form 990-PF (2017)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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 34080729.		23001244.	11079485.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			11079485.
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	11079485.
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 doesn't 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))
2016	5809104.	124317640.	.046728
2015	5999081.	114300609.	.052485
2014	6134170.	121813804.	.050357
2013	5653354.	125711236.	.044971
2012	5393355.	117267439.	.045992

2 Total of line 1, column (d)	2	.240533
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.048107
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	133785622.
5 Multiply line 4 by line 3	5	6436025.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	128742.
7 Add lines 5 and 6	7	6564767.
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	6981229.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	128742.
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	128742.
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	128742.
6	Credits/Payments:		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	230518.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	230518.
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	0.
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	101776.
11	Enter the amount of line 10 to be: Credited to 2018 estimated tax ☒ 101776. 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 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?		
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. <u>Texas</u>		
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 2017 or the tax year beginning in 2017? See the 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 (2017)

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?	X	
Website address N/A		
14 The books are in care of Effie and Wofford Cain Foundation Telephone no. 512-346-7490 Located at 4131 Spicewood Springs Road, No. A-1, Austin, TX ZIP+4 78759		
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 2017, 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?	Yes	No
	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country N/A		

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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017?	☐ Yes ☒ No	
If "Yes," list the years N/A	2b	
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. N/A	3b	
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 2017 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 2017.)	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 2017?	4b	X

Form 990-PF (2017)

(continued)

- X**

N/A

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

(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
Stmt. 14				
		410111.	211935.	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				

▶	0
---	---

2017.05030 Effie and Wofford Cain Foun 353403 1

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	202303.
JP Morgan Chase PO Box 6076, Newark, DE 19714-6076	Cust/Inv. Management	98140.
Clearbrook Investment Consulting 10 High Street, Suite 630, Boston, MA 02110	Inv. Management	65162.
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	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

Form 990-PF (2017)

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	128284880.
b	Average of monthly cash balances	1b	6454100.
c	Fair market value of all other assets	1c	1083987.
d	Total (add lines 1a, b, and c)	1d	135822967.
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	135822967.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2037345.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	133785622.
6	Minimum investment return. Enter 5% of line 5	6	6689281.

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	6689281.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	128742.
b	Income tax for 2017. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	128742.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6560539.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6560539.
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	6560539.

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	6981229.
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	6981229.
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	128742.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6852487.

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 (2017)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				6560539.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			5882505.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2017:				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ 6981229.				
a Applied to 2016, but not more than line 2a			5882505.	
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 2017 distributable amount				1098724.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				5461815.
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 2012 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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 2017, 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., to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or email 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				
Stmnt. 7A				6188414.
Total			3a	6188414.
b Approved for future payment				
Stmnt. 7B				7300000.
Total			3b	7300000.

Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

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	167,199	167,199
Shareholders' litigation settlement	707	707
Total Other Income	167,906	167,906

Statement 2

		Column A	Column B	Column D
		Balance	Related to	Disbursed for
		Per Books	Investment Income	Charitable Purpose
Payee	Service			
Part I, Line 16a - Legal Fees				
Brorby, Crozier & Dobie, PC	Legal and tax advice - Corporate	35,931	1,869	34,062
Total Legal		35,931	1,869	34,062
Statement 3				
Part I, Line 16c - Other Professional Fees				
Smith Asset Management	Investment management	202,303	202,303	0
JP Morgan Chase	Custodial/Investment management	98,140	98,140	0
Clearbrook Investment Consulting	Investment consulting	65,162	65,162	0
Westwood Trust	Investment management	35,562	35,562	0
Goldman Sachs	Investment management	15,203	15,203	0
Frost National Bank	Plan sponsor for 401(k)	10,644	0	10,644
JMD Consulting	Computer consulting	3,816	0	3,816
C&M Administrators, Inc	Form 5550 filing for 401(k)	1,672	0	1,672
Maxwell, Locke & Ritter	Accounting consulting	240	0	240
Intuit Financial	Financial services	60	60	0
Total Other Professional Fees		432,801	416,430	16,372

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	27,031	1,008	26,023	
Ad Valorem Property Taxes	22,634	22,634	0	
Oil & Gas Production Tax	7,340	7,340	0	
Personal Property Taxes	181	6	175	
Foreign Dividend Taxes	22,285	22,285	0	
K-1 adjustments	0	5,764	0	210,000
Excise Tax	210,000	0	0	
Total	289,471	59,037	26,198	210,000

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

Statement 5

1

Part I, Line 19 - Depreciation and Depletion

	Date Acquired	Cost	Recovery Period	Method Used	Rate	Accum as of 10/31/17	-----Current Expense-----		Accum as of 10/31/18
							Column A Balance Per Books	Column B Related to Inv Income	
Depreciation									
Office Furn & Fixtures	1981	467	5 Yrs	SL	0%	467	0	0	467
Office Furn & Fixtures	1982	259	5 Yrs	SL	0%	259	0	0	259
Office Furn & Fixtures	1985	1,180	5 Yrs	SL	0%	1,180	0	0	1,180
Office Furn & Fixtures	1987	1,655	5 Yrs	SL	0%	1,655	0	0	1,655
Office Furn & Fixtures	1988	1,169	5 Yrs	SL	0%	1,169	0	0	1,169
Office Furn & Fixtures	1989	48	7 Yrs	SL	0%	48	0	0	48
Office Furn & Fixtures	1990	250	7 Yrs	SL	0%	250	0	0	250
Office Furn & Fixtures	1991	260	7 Yrs	SL	0%	260	0	0	260
Office Furn & Fixtures	1992	4,884	7 Yrs	SL	0%	5,793	0	0	4,884
Office Furn & Fixtures	1993	10,931	7 Yrs	SL	0%	10,931	0	910	10,931
Office Furn & Fixtures	1994	3,941	7 Yrs	SL	0%	3,941	0	0	3,941
Office Furn & Fixtures	1995	792	7 Yrs	SL	0%	792	0	0	792
Office Furn & Fixtures	1998	399	7 Yrs	SL	0%	399	0	0	399
Office Furn & Fixtures	1999	3,485	7 Yrs	SL	0%	3,485	0	0	3,485
Office Furn & Fixtures	2001	3,955	7 Yrs	SL	0%	3,955	0	0	3,955
Office Furn & Fixtures	2002	1,821	7 Yrs	SL	0%	1,821	0	0	1,821
Office Furn & Fixtures	2004	3,915	7 Yrs	SL	0%	3,915	0	0	3,915
Office Furn & Fixtures	2008	750	7 Yrs	SL	0%	750	0	0	750
Office Equipment	1984	450	5 Yrs	SL	0%	450	0	0	450
Office Equipment	1987	80	5 Yrs	SL	0%	80	0	0	80
Office Equipment	1993	90	5 Yrs	SL	0%	90	0	0	90
Office Equipment	1994	628	5 Yrs	SL	0%	628	0	0	628
Office Equipment	1999	1,595	5 Yrs	SL	0%	1,595	0	0	1,595
Office Equipment	2002	800	5 Yrs	SL	0%	800	0	0	800
Office Equipment	2007	2,713	5 Yrs	SL	0%	2,713	0	0	2,713
Office Equipment	2008	935	5 Yrs	SL	0%	935	0	0	935
Office Equipment	2010	889	5 Yrs	SL	0%	889	0	0	889
Data Processing Equipment	2007	899	5 Yrs	SL	0%	899	0	0	899
Data Processing Equipment	2010	2,698	5 Yrs	SL	0%	2,698	0	0	2,698
Data Processing Equipment	2012	1,499	5 Yrs	SL	20%	1,499	0	0	1,499
Data Processing Equipment	2014	3,356	5 Yrs	SL	20%	2,349	671	0	3,020
Office Condo - Building	1992	115,091	31 5 Yrs	SL	3% *	93,620	3,653	331	97,273
Total Depreciation		171,882				150,314	4,324	373	153,728
								910	

Statement 6

Part 1, Line 23 - Other Expenses:

Description	Column A	Column B	Column D
	Balance Per Books	Related to Investment Income	Disbursed for Charitable Purposes
Office Supplies	1,830	64	1,766
Pantry Supplies	715	25	690
Data Processing Supplies	4,180	56	4,124
Equipment Repairs	0	0	0
Property Repairs	20	20	0
Property & Liability Insurance	11,806	411	11,395
Investment Property & Liability Insurance	1,219	1,219	0
Membership Dues	785	13	772
Direct Charitable	160	0	160
Miscellaneous	1,064	422	643
ADP payroll fees	2,677	0	2,677
K-1 adjustments	0	41,321	0
Rounding	0	0	0
Total	24,457	43,550	22,227

Statement 7A Page 1 of 8

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

Activity/Recipient/Address	Status	Purpose	Amount
Human Needs and Services			
Arms of Hope	Public	General support	1,000
21300 State Highway 16, N. Medina, TX 78055			
Austin Classical Guitar	Public	General support	18,000
5900 Balcones Drive, Austin, TX 78731			
Austin Police Operation Blue Santa	Public	General support	5,000
4101 S. Industrial Drive, Austin, TX 78744			
Austin Speech Labs	Public	General support	5,000
7800 Shoal Creek Blvd., Suite 136, Austin, TX 78757			
CASA of Trinity Valley	Public	General support	15,000
PO Box 2259, Athens, TX 75751			
Christine Alberts Swan Songs	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			
East Texas Crisis Center	Public	General support	6,000
PO Box 7060, Tyler, TX 75711			
Family Peace Project	Public	General support	6,000
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	5,000
3000 South IH-35, Suite 400, Austin, TX 78704			
Give A Beat Foundation	Public	General support	2,500
387 South Coast Highway, Laguna Beach, CA 92651-2111			

Statement 7A Page 2 of 8

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

Activity/Recipient/Address	Status	Purpose	Amount
Health Alliance for Austin Musicians 3010 South Lamar Blvd., Suite 200, Austin, TX 78704	Public	General support	1,000
Henderson County Food Pantry 715 East Corsicana, Athens, TX 75751	Public	General support	15,000
Keewaydin Foundation 950 W. Shore Road, Salisbury, VT 05769	Public	General support	1,500
Lila Lane Outreach 101 Lila Lane, Athens, TX 75751	Public	General support	25,000
Lonestar Legacy 4316 Purdue Avenue, Dallas, TX 75225	Public	General support	3,500
Make-A-Wish Foundation - Central & South Texas 2224 Walsh Tarlton Lane, Suite 200, Austin, TX 78746	Public	General support	6,000
Make-A-Wish Foundation - North Texas 215 Winchester, Suite 109, Tyler, TX 75701	Public	General support	6,000
Meals on Wheels Ministries PO Box 5475, Tyler, TX 75712	Public	General support	6,000
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	50,000
Sammys House 2415 Twin Oaks Drive, Austin, TX 78757	Public	General support	2,500
St. Vincent Citizens Nutrition Program 2131 West Third Street, Los Angeles, CA 90057-0992	Public	General support	35,000
Tommy Nobis Foundation 1480 Bells Ferry Road, Marietta, GA 30066	Public	General support	5,000

Statement 7A Page 3 of 8

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

Activity/Recipient/Address	Status	Purpose	Amount
West Austin Care Givers 2601 Exposition Blvd., Austin, TX 78703	Public	General support	5,000
Total Human Needs and Services			242,500
Public and Community Benefit			
Boy Scouts of America, Capitol Area Council 12500 North IH-35, Austin, TX 78753	Public	General support	20,000
Boy Scouts of America, East Texas Council 1331 East 5th Street, Tyler, TX 75701	Public	General support	6,000
City of Athens, Texas 508 East Tyler Street, Athens, TX 75751	Public	Community activities	5,000
Conservancy, The 3333 Turtle Creek Blvd., Dallas, TX 75219	Public	General support	1,000
Henderson County Historical Society 217 North Prairieville, Athens, TX 75751	Public	General support	2,000
Medal of Honor Foundation 5600 Tennyson Avenue, Suite 190, Plano, TX 75024	Public	General support	30,000
Public Library Fund 121 South Prairieville, Athens, TX 75751	Public	General support	10,000
Van Cliburn Foundation 201 Main Street, Suite 100, Fort Worth, TX 76102	Public	General support	12,000
**Total Public and Community Benefit			86,000

Statement 7A Page 4 of 8

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

Activity/Recipient/Address	Status	Purpose	Amount
Cultural Institutions			
Facilities and Equipment			
East Texas Arboretum & Botanical Society 1601 Patterson Road, Athens, TX 75751	Public	General support	17,000
Total Facilities and Equipment			17,000
Cultural Institutions			
Program Presentation and Support			
Black Fret (Music outreach) PO Box 29628, Austin, TX 78755-6628	Public	General support	25,000
Metropolitan Opera Association 30 Lincoln Center Plaza, New York, NY 10023	Public	General support	10,000
National Society of Colonial Dames of Texas 2310 San Gabriel Street, Austin, TX 78705	Public	General support	5,000
National WWII Museum 945 Magazine Street, New Orleans, LA 70130	Public	General support	75,000
Texas Music Office PO Box 12428, Austin TX 78711	Public	General support	36,104
Texas State History Museum Foundation 1700 Congress Avenue, Austin, TX 78701	Public	General support	10,000
Total Cultural Institutions			161,104

Statement 7A Page 5 of 8

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

Activity/Recipient/Address	Status	Purpose	Amount
Scientific and Medical Institutions			
Research and Treatment			
American Heart Association 1700 Rutherford Lane, Austin, TX 78754	Public	General support	2,500
Children's Burn Foundation 4929 Van Nuys Blvd., Sherman Oaks, CA 91403	Public	General support	5,000
Children's Medical Center Foundation 2777 North Stemmons Freeway, Suite 1700, Dallas, TX 75207	Public	General support	4,000
Cystic Fibrosis Foundation 3316 Bee Cave Road, #1, Austin, TX 78746	Public	General support	1,000
Dallas Foundation 3963 Maple Avenue, Suite 390, Dallas, TX 75219	Public	Endowment enhancements	7,000
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	105,000
John Wayne Cancer Foundation 210 62nd Street, Newport Beach, CA 92663	Public	General support	1,000
Seton Fund/Daughters of Charity 1018 West 31st Street, Austin, TX 78705	Public	General support	112,250
Small World Vision 801 West 38th Street, Austin, TX 78705	Public	General support	20,000
Texas Scottish Rite Hospital 2222 Welborn Street, Dallas, TX 75219	Public	General support	35,000
University of Texas System 601 Colorado Street, Austin, TX 78701-2982	Public	Endowment/general support	1,010,000

Statement 7A Page 6 of 8

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

Activity/Recipient/Address	Status	Purpose	Amount
University of Texas Southwestern Medical Center 5323 Harry Hines Blvd., Dallas, TX 75390	Public	Endowment/general support	500,000
Total Research and Treatment			1,812,750

Educational Institutions

Scholarships and Awards

Athens Christian Preparatory Academy 901 Mission Avenue, Athens, TX 75751	Public	Scholarships	30,000
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	3,000
National Football Foundation 21st at San Jacinto, Bellmont Hall, Austin, TX 78705	Public	Scholarships	12,000
Schreiner University 2100 Memorial Blvd., Kerrville, TX 78028	Public	Scholarships	50,000
Southern Methodist University 3060 Mockingbird Lane, Dallas, TX 75205	Public	Scholarships	250,000
Southwestern University 1001 East University Avenue, Georgetown, TX 78626	Public	Scholarships	50,000
University of Texas at Austin 2400 Inner Campus Drive, Austin, TX 78712	Public	Endowed scholarships	265,000
Visitation Academy of St. Louis County 3020 North Ballas Road, St. Louis, MO 63131	Public	Scholarships	20,000
Total Scholarships and Awards			681,500

Statement 7A Page 7 of 8

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

Activity/Recipient/Address	Status	Purpose	Amount
Educational Institutions			
Educational Programs			
Athens High School	Public	General support	5,000
708 East College Street, Athens, TX 75751			
Eisenhower Foundation	Public	General support	50,000
200 SE 4th Street, Abilene, KS 67410			
University of Texas System	Public	General support	35,000
601 Colorado Street, Austin, TX 78701-2982			
University of Texas at Austin	Public	General support	4,000
2400 Inner Campus Drive, Austin, TX 78712			
Total Educational Programs			94,000
Educational Institutions			
Facilities and Equipment			
University of Texas at Austin	Public	Facilities construction	2,700,000
2400 Inner Campus Drive, Austin, TX 78712			
Total Facilities and Equipment			2,700,000
Educational Institutions			
Special Programs			
Ex-Students' Association of UT	Public	General support	5,000
2110 San Jacinto Blvd., Austin, TX 78712			
Schreiner University	Public	General support	10,000
2100 Memorial Blvd., Kerrville, TX 78028			

Statement 7A Page 8 of 8

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

Activity/Recipient/Address	Status	Purpose	Amount
University of Texas at Austin 2400 Inner Campus Drive, Austin, TX 78712	Public	Special programs	130,560
University of Texas at Austin 2400 Inner Campus Drive, Austin, TX 78712	Public	College of Communications (UTLA Center)	100,000
University of Texas at Austin 2400 Inner Campus Drive, Austin, TX 78712	Public	General support	1,000
Total Special Programs			246,560
Religious Institutions			
Religious Programs and Projects			
Fellowship of Christian Athletes 104 Hi Stirrup, Horseshoe Bay, TX 78657	Public	General support	5,000
First Presbyterian Church 306 East Tyler Street, Athens, TX 75751	Public	General support	65,000
Good Shepherd Episcopal Church 2206 Exposition Blvd., Austin, TX 78703	Public	General support	22,000
Mt. Dearborn Methodist Church PO Box 236, Great Falls, SC 29055	Public	General support	10,000
Westminster Presbyterian Church 3208 Exposition Blvd., Austin, TX 78763	Public	General support	25,000
Young Life - Athens PO Box 520, Colorado Springs, CO 80901-0520	Public	General support	20,000
Total Religious Programs and Projects			147,000
Total Contributions			6,188,414

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	Facilities construction	7,300,000
Total future payments			7,300,000

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	113,664	2,632	101,236	181,450
Accenture PLC Class A	75,502	1,076	94,188	169,599
Adobe Systems	330,019	1,592	153,818	391,250
Allergan PLC	0	1,500	261,325	237,015
Alphabet, Class A	418,560	320	257,575	348,986
Amgen	130,112	0	0	0
Apple	451,990	1,600	258,280	350,176
Arista Networks	205,960	1,250	84,740	287,938
Automatic Data Processing	0	2,000	274,842	288,160
Autozone	0	400	308,070	293,388
Bank of New York Mellon Corporation	360,702	0	0	0
Baxter International	406,637	4,260	204,920	266,293
Biogen	439,445	700	204,900	212,989
Blackrock	131,895	412	170,106	169,505
Boeing Company	450,440	900	213,443	319,374
Bristol-Myers Squibb Company	0	5,000	311,292	252,700
Cadence Design Systems	290,738	6,970	146,040	310,653
Celanese Corporation, Class A	410,254	2,450	205,658	237,503
Celgene Corporation	419,275	0	0	0
Centene Corporation	387,623	2,340	143,066	304,949
Chevron Corporation	369,317	1,870	193,874	208,786
Cisco Systems	135,373	4,718	135,373	215,849
Colgate Palmolive Company	117,674	0	0	0
Cullen Frost Bankers	1,187,556	96,636	1,187,556	9,462,597
Devon Energy Corporation	432,402	5,590	219,939	181,116
Discover Financial Services	303,879	3,230	155,060	225,034
Dover Corporation	110,126	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
Eaton Corporation PLC	427,022	2,800	214,446	200,676
Eli Lilly & Company	0	4,836	401,929	524,416
Emerson Electric Company	460,158	3,750	228,555	254,550
ExxonMobil Corporation	160,866	2,790	105,538	222,307
F5 Networks	0	1,700	256,976	297,976
Facebook-A	357,538	0	0	0
Fleetcor Technologies	445,005	1,350	226,701	270,041
Fortinet	0	3,500	291,933	287,630
Gilead Sciences	0	2,089	159,304	142,428
Home Depot	162,153	2,505	135,982	440,579
HP Inc.	0	6,679	166,740	161,231
Huntington Ingalls Industries	455,577	1,020	219,193	222,850
Illinois Tool Works	37,570	921	54,288	117,492
Johnson & Johnson	84,447	1,320	103,269	184,787
JP Morgan Chase & Company	671,243	17,081	708,884	1,862,171
Landstar System	0	2,500	271,067	250,225
Lear Corporation	432,390	0	0	0
March & McLennan Companies	0	1,709	143,296	144,838
McDonalds Corporation	501,056	1,035	106,794	183,092
Merck & Company	433,683	0	0	0
Microsoft Corporation	102,245	4,946	331,206	528,282
Mondelez International, Class A	26,566	0	0	0
Morgan Stanley	121,618	0	0	0
Netapp	385,992	5,300	196,395	415,997
Nextera Energy	33,711	959	91,977	165,428
Nike, Class B.	165,133	1,603	84,080	120,289
Nordstrom	457,714	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
Norfolk Southern Corporation	0	1,700	275,145	285,311
Northrop Grumman Corporation	88,161	531	126,577	139,095
Parker Hannifin Corporation	296,201	0	0	0
Pepsico	119,236	1,728	139,366	194,193
Phillips 66	119,191	1,812	142,328	186,310
PNC Financial Services Group	111,435	1,329	111,435	170,763
Procter & Gamble Company	457,111	0	0	0
Progressive Corporation	0	4,200	283,694	292,740
PVH Corporation	425,756	1,850	210,040	223,462
Qualcomm	121,667	0	0	0
Sherwin-Williams Company	103,038	383	103,038	150,699
SPDR S&P 500 ETF Trust	226,943	49	11,718	13,261
Suntrust Banks	336,267	3,870	170,684	242,494
Sysco Corporation	415,077	4,320	210,386	308,146
Take-Two Interactive Software	242,610	0	0	0
Target Corporation	0	3,300	287,364	275,979
Texas Instruments	131,200	1,981	169,705	183,896
TripAdvisor	0	4,700	267,049	245,058
Unitedhealth Group	110,460	816	100,569	213,262
US Bancorp	435,355	4,130	218,767	215,875
Varian Medical Systems	432,930	2,120	217,491	253,064
VMWare, Class A	452,368	0	0	0
Wal-Mart Stores	436,372	3,040	219,631	304,851
Waters Corporation	440,729	0	0	0
Wyndham Worldwide Corporation	401,441	0	0	0
Chase Multi-Strategy Hedge Fund (Class C-A Series)	2,319,674	0	0	0
Chase Alpha2 Hedge Fund	4,901,544	0	8,895,735	9,088,729
Vanguard Institutional Index Fund	5,280,709	38,924	4,212,294	9,626,289

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
Vanguard Small-Cap Index Fund	5,657,079	118,220	3,963,368	8,276,602
Vanguard Total International Index Fund	6,712,315	64,999	6,925,468	6,917,825
SPDR Gold Trust	345,995	3,700	345,995	426,055
Pimco All Asset Fund	9,899,223	828,426	9,782,657	9,369,494
Pimco Tactical	5,000,000	0	4,771,447	5,237,500
Smith Global Large Cap Fund	6,040,970	0	16,012,875	15,607,683
Westwood	10,123,190	0	11,389,990	11,657,281
Total Corporate Stock	75,785,074	1,313,967	79,348,667	102,018,507

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	5,059,059	NA	5,166,800	5,011,112
GS Corporate Credit Investment Fund	4,253,296	NA	3,948,201	6,170,122
GS Corporate Fixed Income	5,043,738	NA	5,056,025	4,938,925
Credit Suisse FL RT	0	296,591	2,031,567	2,022,751
Total Corporate Bonds	14,356,093	296,591	16,202,594	18,142,910

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	Accum. Depletion	Column B Book Value	Column C Fair Market Value		
Real Estate - Block 124, Dallas, Texas	391,388	391,388	0	391,388	569,024		
Total	391,388	391,388	0	391,388	569,024		

Statement 11

Part II, Line 13 - Investments - Other:

Description	Basis	Beginning of Tax Yr			End of Tax Year		
		Column A Book Value	Accum. Depletion	Column B Book Value	Column C Fair Market Value		
Oil & Gas Royalty Interests (Producing)	323,099	323,099	12,043	323,099	588,654		
Oil & Gas Royalty Interests (Non-producing)	4,086	4,086	0	4,086	4,086		
Total	327,185	327,185	12,043	327,185	592,740		

See Statement 5 for analysis of Accumulated Depletion.

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	23,715,189	17,798,821	5,916,368
0	Goldman Sachs Corporate Fixed Income	P	Various	Various	540,458	538,093	2,365
0	Goldman Sachs Corporate Credit (K-1 adjustments)	P	Various	Various	898,543	920,389	(21,846)
0	Westwood Common Fund Equity gain distribution	P	Various	Various	28,182	0	28,182
0	Westwood Income Opportunity Fund gain distributions	P	Various	Various	998,746	60,175	938,571
0	Westwood Funds (K-1 adjustments)	P	Various	Various	137,042	0	137,042
0	JPMorgan Alpha 2 Hedge Fund	x	Various	31-Oct-18	0	591,397	(591,397)
0	JPM Multi-Strategy Hedge Fund	P	Various	31-Oct-18	793,108	772,695	20,413
0	Smith Global (K-1 adjustments)	P	Various	31-May-18	6,746,987	2,319,674	4,427,313
0	Rounding	x	Various	31-Oct-18	222,473	0	222,473
0		x	x	31-Oct-18	1	1	0
Total Fixed Income					10,365,540	5,202,423	5,163,117
Total Publicly Traded Securities & Fixed Income					34,080,729	23,001,244	11,079,485

Statement 14

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

(A)	(B) Title and Average Hours per Week Devoted to Position	(C)	(D) Benefit and Retirement Plans	(E) Expense Account
Name and Address		Compensation		
Franklin W. Denius 3500 Jefferson Street, Suite 315 Austin, TX 78731	Director, President 35.00 Hours per week	21,598	16,723	0
John C. Cain 102 W Tyler Athens, TX 75751	Director of Real Estate Vice President 32.00 Hours per week	28,830	29,379	0
Charmaine D. McGill 4131 Spicewood Springs, #A-1 Austin, TX 78759	Director, Vice President, Grants Administrator 32.00 Hours per week	75,647	31,694	0
F. Wofford Denius 9601 Wilshire Blvd., Suite 700 Beverly Hills, CA 90210	Director of Legal Vice President 32.00 Hours per week	28,830	36,889	0
Lynn Fowler 4131 Spicewood Springs, #A-1 Austin, TX 78759	Executive Director, Secretary & Treasurer 42.46 Hours per week	189,732	60,215	0
Mary Bratz 4131 Spicewood Springs, #A-1 Austin, TX 78759	Business Manager, Assistant Secretary 40.15 Hours per week	65,473	37,036	0
		410,111	211,935	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