

Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0047

**2019**Department of the Treasury  
Internal Revenue Service

- Do not enter social security numbers on this form as it may be made public.  
► Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

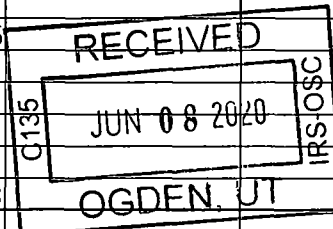
Open to Public Inspection

For calendar year 2019 or tax year beginning , and ending

Name of foundation <b>The Fain Foundation</b>		A Employer identification number <b>75-6016679</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>807 8th Street, 2nd Floor</b>	Room/suite	B Telephone number <b>940-322-4436</b>
City or town, state or province, country, and ZIP or foreign postal code <b>Wichita Falls, TX 76301-3381</b>		C If exemption application is pending, check here <input type="checkbox"/> <b>le</b>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation <b>04</b>		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 15,182,545.38</b> (Part I, column (d), must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		6,981.94	6,981.94		Statement 1
4 Dividends and interest from securities		382,445.52	382,445.52		Statement 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,334,853.64			
b Gross sales price for all assets on line 6a <b>4,420,392.67</b>					
7 Capital gain net income (from Part IV, line 2)			1,334,853.64		
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		675.24	675.24		Statement 3
12 Total. Add lines 1 through 11		1,724,956.34	1,724,956.34		
13 Compensation of officers, directors, trustees, etc		120,000.00	60,000.00		60,000.00
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 4		26,000.00	13,000.00		13,000.00
c Other professional fees Stmt 5		67,242.74	67,242.74		0.00
17 Interest					
18 Taxes Stmt 6		18,940.94	2,930.95		0.00
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses Stmt 7		183.91	181.48		0.00
24 Total operating and administrative expenses. Add lines 13 through 23		232,367.59	143,355.17		73,000.00
25 Contributions, gifts, grants paid		1,270,887.00			1,270,887.00
26 Total expenses and disbursements. Add lines 24 and 25		1,503,254.59	143,355.17		1,343,887.00
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		221,701.75			
b Net investment income (if negative, enter -0-)			1,581,601.17		
c Adjusted net income (if negative, enter -0-)				N/A	

Operating and Administrative Expenses SCANNED APR 29 2021 Revenue



942

**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

<b>Assets</b>	1	Cash - non-interest-bearing		182,123.82	858,184.14	858,184.14
	2	Savings and temporary cash investments		216,344.49	663,638.13	663,638.13
	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	5,518,727.93	5,109,863.91	10,390,221.38	
	c	Investments - corporate bonds Stmt 9	3,703,751.31	3,220,534.04	3,269,903.98	
	<b>Liabilities</b>	11	Investments - land, buildings, and equipment, basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other				
14		Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
15		Other assets (describe ▶ Statement 10)	4,678.68	597.75	597.75	
16		<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)	9,625,626.23	9,852,817.97	15,182,545.38	
17		Accounts payable and accrued expenses		5,489.99		
18		Grants payable				
<b>Net Assets or Fund Balances</b>	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ )				
	23	<b>Total liabilities</b> (add lines 17 through 22)	0.00	5,489.99		
<b>Net Assets or Fund Balances</b>		Foundations that follow FASB ASC 958, check here ▶ <input type="checkbox"/>				
	24	Net assets without donor restrictions				
	25	Net assets with donor restrictions				
		Foundations that do not follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/>				
		and complete lines 26 through 30				
	26	Capital stock, trust principal, or current funds	0.00	0.00		
	27	Paid-in or capital surplus, or land, bldg., and equipment fund	10,565,258.12	10,565,258.12		
	28	Retained earnings, accumulated income, endowment, or other funds	<939,631.89>	<717,930.14>		
29	<b>Total net assets or fund balances</b>	9,625,626.23	9,847,327.98			
30	<b>Total liabilities and net assets/fund balances</b>	9,625,626.23	9,852,817.97			

**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 29 (must agree with end-of-year figure reported on prior year's return)	1	9,625,626.23
2	Enter amount from Part I, line 27a	2	221,701.75
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	9,847,327.98
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 29	6	9,847,327.98

Form 990-PF (2019)

**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 Schedule 3	P	Various	Various
b Schedule 3	P	Various	Various
c Capital Gains Dividends			
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 355,648.82		352,991.43	2,657.39
b 4,021,477.47		2,732,547.60	1,288,929.87
c 43,266.38			43,266.38
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			2,657.39
b			1,288,929.87
c			43,266.38
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	1,334,853.64
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))
2018	1,276,225.19	14,916,785.94	.085556
2017	2,148,618.93	15,480,430.92	.138796
2016	1,814,429.73	16,034,604.88	.113157
2015	923,852.78	16,696,073.47	.055334
2014	868,264.58	16,981,885.16	.051129

2 Total of line 1, column (d)	2	.443972
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	.088794
4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	14,682,713.95
5 Multiply line 4 by line 3	5	1,303,736.90
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,816.01
7 Add lines 5 and 6	7	1,319,552.91
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	1,343,887.00

3

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	15,816.01
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	0.00
3	Add lines 1 and 2	3	15,816.01
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	0.00
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	15,816.01
6	Credits/Payments:		
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	10,520.00
b	Exempt foreign organizations - tax withheld at source	6b	0.00
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.00
d	Backup withholding erroneously withheld	6d	0.00
7	Total credits and payments. Add lines 6a through 6d	7	10,520.00
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	193.98
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	5,489.99
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2020 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

**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
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0.00 (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.00		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.00		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2019 or the tax year beginning in 2019? 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

N/A

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

- 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
- 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
- 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?

	Yes	No
11		X
12		X
13	X	

Website address ► N/A

- 14 The books are in care of ► **Freemon, Shapard & Story** Telephone no. ► **940-322-4436**  
 Located at ► **807 8th St., 2nd Floor, Wichita Falls, TX** ZIP+4 ► **76301**

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

► 15 N/A

- 16 At any time during calendar year 2019, 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 ►

**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.

- 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?
- (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
- (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
- (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
- (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)?
- (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☐ Yes ☒ No☐ Yes ☒ No☒ Yes ☐ No☐ Yes ☒ No☐ 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

► ☐

- 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 2019?

- 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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019?

☐ Yes ☒ No

If "Yes," list the years ► , , ,

- b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)

N/A

- 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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)

N/A

- 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?

- 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 2019?

	Yes	No
1b		X
1c		X
2b		
3b		
4a		X
4b		X

Form 990-PF (2019)

Form **990-PF** (2019)



**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	14,316,822.30
b	Average of monthly cash balances	1b	582,498.15
c	Fair market value of all other assets	1c	6,988.13
d	Total (add lines 1a, b, and c)	1d	14,906,308.58
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	14,906,308.58
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	223,594.63
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,682,713.95
6	Minimum investment return. Enter 5% of line 5	6	734,135.70

**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	734,135.70
2a	Tax on investment income for 2019 from Part VI, line 5	2a	15,816.01
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	15,816.01
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	718,319.69
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	718,319.69
6	Deduction from distributable amount (see instructions)	6	0.00
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	718,319.69

**Part XII Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,343,887.00
b	Program-related investments - total from Part IX-B	1b	0.00
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	1,343,887.00
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	15,816.01
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,328,070.99

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.



**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				718,319.69
2 Undistributed income, if any, as of the end of 2019				
a Enter amount for 2018 only			0.00	
b Total for prior years:		0.00		
3 Excess distributions carryover, if any, to 2019:				
a From 2014				
b From 2015	64,458.61			
c From 2016	1039423.37			
d From 2017	1402666.20			
e From 2018	551,356.19			
f Total of lines 3a through e	3,057,904.37			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$1,343,887.00				
a Applied to 2018, but not more than line 2a			0.00	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2019 distributable amount				718,319.69
e Remaining amount distributed out of corpus	625,567.31			
5 Excess distributions carryover applied to 2019 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,683,471.68			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.00			
8 Excess distributions carryover from 2014 not applied on line 5 or line 7	0.00			
9 Excess distributions carryover to 2020 Subtract lines 7 and 8 from line 6a	3,683,471.68			
10 Analysis of line 9.				
a Excess from 2015	64,458.61			
b Excess from 2016	1039423.37			
c Excess from 2017	1402666.20			
d Excess from 2018	551,356.19			
e Excess from 2019	625,567.31			

**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 2019, enter the date of the ruling

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
<b>b</b> 85% of line 2a					
<b>c</b> Qualifying distributions from Part XII, line 4, for each year listed					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon:					
<b>a</b> "Assets" alternative test - enter:					
<b>(1)</b> Value of all assets					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6, for each year listed					
<b>c</b> "Support" alternative test - enter:					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

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

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

**Schedule 7**

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

**None****2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., 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

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

**c** Any submission deadlines:

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

**Part XV** **Supplementary Information** (continued)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	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
Name and address (home or business)				
<b>a Paid during the year</b>				
Schedule 6				1,270,887.00
<b>Total</b>			<b>▶ 3a</b>	1,270,887.00
<b>b Approved for future payment</b>				
None				
<b>Total</b>			<b>▶ 3b</b>	0.00



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

- |          |  | Yes   | No |
|----------|--|-------|----|
| <b>1</b> | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?  |       |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |       |    |
|          | (1) Cash   | 1a(1) | X  |
|          | (2) Other assets   | 1a(2) | X  |
| <b>b</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  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | X  |
| <b>d</b> | 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) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b If "Yes," complete the following schedule.

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

**Sign  
Here**

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

Signature of officer or trustee

6-2-20  
Date

Title

May the IRS discuss this return with the preparer shown below? See instr.

☒ Yes ☐ No

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Mac Cannedy

Preparer's signature

Mac Cannady

Date

5/21/20

Check ☐ self-employed

PTIN	
------	--

P00123468

Firm's name ► **Freemon, Shapard & Story**

Firm's address ► 807 8th Street, 2nd Floor  
Wichita Falls, TX 76301-3381

Firm's EIN ▶ 75-0706311

Phone no. (940) 322-4436

Form 990-PF (2019)

---



---

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

---

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Schedule 1	6,981.94	6,981.94	
Total to Part I, line 3	6,981.94	6,981.94	

---



---



---



---

Form 990-PF Dividends and Interest from Securities Statement 2

---

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Schedule 2	425,711.90	43,266.38	382,445.52	382,445.52	
To Part I, line 4	425,711.90	43,266.38	382,445.52	382,445.52	

---



---



---



---

Form 990-PF Other Income Statement 3

---

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Schedule 1	675.24	675.24	
Total to Form 990-PF, Part I, line 11	675.24	675.24	

---



---



---



---

Form 990-PF Accounting Fees Statement 4

---

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	26,000.00	13,000.00		13,000.00
To Form 990-PF, Pg 1, ln 16b	26,000.00	13,000.00		13,000.00

---



---

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Schedule 1	67,242.74	67,242.74		0.00	
To Form 990-PF, Pg 1, ln 16c	67,242.74	67,242.74		0.00	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Schedule 1	18,940.94	2,930.95		0.00	
To Form 990-PF, Pg 1, ln 18	18,940.94	2,930.95		0.00	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Schedule 1	183.91	181.48		0.00	
To Form 990-PF, Pg 1, ln 23	183.91	181.48		0.00	

Form 990-PF	Corporate Stock		Statement	8
Description	Book Value	Fair Market Value		
Schedule 4	5,109,863.91	10,390,221.38		
Total to Form 990-PF, Part II, line 10b	5,109,863.91	10,390,221.38		

Form 990-PF	Corporate Bonds	Statement	9
-------------	-----------------	-----------	---

Description	Book Value	Fair Market Value
Schedule 4	3,220,534.04	3,269,903.98
Total to Form 990-PF, Part II, line 10c	3,220,534.04	3,269,903.98

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

Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Prepaid excise tax	3,557.28	0.00	0.00
Purchased interest	1,121.40	597.75	597.75
To Form 990-PF, Part II, line 15	4,678.68	597.75	597.75



## Schedule 1

## REVENUE AND EXPENSES

THE FAIN FOUNDATION - TIN 75-6016679

Year 2019

## REVENUE

Contributions received		\$	
Interest on savings & temporary cash investments			6,981 94
Dividends and interest from securities - Sch. 2			382,445 52
Gain (loss) from sale of assets - Sch. 3			1,291,587.26
Capital gain distributions - Sch. 2	\$	43,266 38	
Litigation settlements			43,266.38
Other income.			
Gross royalties			<u>675 24</u>
Total		\$	1,724,956 34

## EXPENSES

Compensation of officers & directors - Sch. 7	\$	120,000.00	
Accounting - Freemon, Shapard & Story		26,000.00	
Other professional fees - Bank of America		67,242 74	
Taxes			
Excise	\$	16,009 99	
Foreign		2,898 80	
Severance tax - Royalties		<u>32 15</u>	18,940 94
Other			
Miscellaneous	\$	181.48	
Nondeductible expense		<u>2 43</u>	183 91
Grants and contributions paid -			
Sch. 6		<u>1,270,887 00</u>	<u>1,503,254.59</u>
Net revenue in excess of expenses	\$		221,701 75
Net worth 12-31-18			<u>9,625,626 23</u>
Net worth 12-31-19			<u>\$ 9,847,327 98</u>

## Schedule 2

## DIVIDENDS AND INTEREST FROM SECURITIES

THE FAIN FOUNDATION - TIN 75-6016679

Year 2019

	<u>Totals</u>	<u>Ordinary</u>	<u>Long Term Capital Gain Distributions</u>
DIVIDENDS			
AT&T, Inc.	\$ 11,220.00	\$ 11,220.00	\$
Abbott Labs	1,792.00	1,792.00	
Activision Blizzard, Inc	370.00	370.00	
American Electric Power	2,710.00	2,710.00	
Apple Computer Inc	5,168.00	5,168.00	
Anheuser Busch Inbev SA/NV	356.71	356.71	
BP PLC	2,460.00	2,460.00	
Becton Dickinson and Co	780.00	780.00	
Blackrock, Inc	5,280.00	5,280.00	
Boeing Co	411.00	411.00	
Broadcom, Inc.	4,480.00	4,480.00	
CVS Caremark Corp	1,000.00	1,000.00	
Caterpillar, Inc	1,512.00	1,512.00	
Chevron Corp	3,808.00	3,808.00	
Cisco System, Inc	5,520.00	5,520.00	
Citigroup, Inc	6,057.60	6,057.60	
Coca Cola Co	4,000.00	4,000.00	
Columbia FDS Ser Tr Mid Cap Index	32,551.30	8,238.89	24,312.41
Columbia FDS Ser Tr Small Cap Index	23,668.41	4,714.44	18,953.97
Comcast Corp	1,640.00	1,640.00	
ConocoPhillips	1,335.00	1,335.00	
Disney, Walt Co	635.36	635.36	
Dow, Inc	1,346.10	1,346.10	
DowDuPont, Inc	999.96	999.96	
DuPont De Nemours, Inc	384.60	384.60	
EOG Resources	507.50	507.50	
Exxon Mobil	10,290.00	10,290.00	
General Mills	1,960.00	1,960.00	
Goldman Sachs Group, Inc	297.00	297.00	
HP, Inc	1,922.40	1,922.40	
Home Depot, Inc	3,808.00	3,808.00	
Honeywell Int'l Inc	1,680.00	1,680.00	
Huntington Bancshares, Inc	2,850.00	2,850.00	
Illinois Tool	1,628.00	1,628.00	
Intel Corp	2,835.00	2,835.00	
Intercontinental Exchange, Inc	550.00	550.00	
Ishares Russell Mid-Cap ETF	1,421.68	1,421.68	
Ishares Tr Russell 2000 Index Fund	2,656.64	2,656.64	
Ishares Int'l Select Dividend ETF	40,495.93	40,495.93	
Johnson & Johnson	8,425.00	8,425.00	
JP Morgan Chase & Co	8,250.00	8,250.00	
Lilly Eli & Co	2,580.00	2,580.00	
Lockheed Martin Corp	4,500.00	4,500.00	
Mastercard, Inc	260.04	260.04	

	Totals	Ordinary	Long Term Capital Gain Distributions
McDonalds Corp.	9,460 00	9,460 00	
Microsoft	5,670 00	5,670 00	
Mondelez Int'l, Inc.	1,065 00	1,065 00	
Pepsico	9,412.50	9,412 50	
Pfizer, Inc	11,520 00	11,520 00	
Philip Morris Int'l, Inc	4,590 00	4,590 00	
Proctor & Gamble	1,772 94	1,772 94	
Prologis, Inc	530 00	530 00	
Roche Hldgs	2,149 21	2,149 21	
SPDR S&P Biotech ETF	2 83	2 83	
Schlumberger, Ltd	1,800 00	1,800 00	
Sempra Energy	2,658 25	2,658 25	
Starbucks Corp.	1,440.00	1,440 00	
Suntrust Bks	2,544 00	2,544 00	
Target Corp	5,200 00	5,200.00	
Texas Instruments	10,400 00	10,400 00	
3M Co	4,320 00	4,320 00	
United Technologies	5,880 00	5,880 00	
Unitedhealth Group	4,284 00	4,284 00	
Vanguard Short Term Bond	2,593 32	2,593 32	
Verizon Communications	922 50	922 50	
Visa, Inc Cl A	3,190 00	3,190 00	
Vulcan Materials Co.	186 00	186 00	
Wells Fargo Co	1,350 00	1,350 00	
Totals - Dividends	\$ 309,343 78	\$ 266,077 40	\$ 43,266 38

# INTEREST

## Taxable:

### Corporate Bonds

American Express	\$ 103 28	\$ 103 28	\$
American Tower Corp.	2,085 42	2,085 42	
Americredit Auto Receivables	12 61	12 61	
Autozone, Inc	1,562 50	1,562 50	
Bank Montreal	1,787 57	1,787 57	
Bank New York Inc.	1,362.50	1,362 50	
Bank New York Mellon Corp	388 12	388 12	
Capital One Finl Corp.	531 25	531 25	
Capital One Multi-Asset	1,128 78	1,128 78	
CFCRE Coml Mtg Tr	0 68	0 68	
Citigroup Inc Global SR NT	1,687 50	1,687 50	
Citigroup Coml Mtg Tr	2,279 28	2,279.28	
Comcast Corp	3,155 73	3,155 73	
Constellation Brands, Inc	1,125 00	1,125 00	
CVS Caremark Corp	1,125 00	1,125 00	
Discover Card Execution	68 33	68 33	
Dow Chem Co	1,263 19	1,263 19	
Duke Energy Corp	900 00	900 00	
El Paso Pipeline Partners	3,250 00	3,250 00	
FHLMC	4,454 16	4,454 16	
FHLMC	4,657.76	4,657 76	
FHLMC	5,315 29	5,315 29	
FHLMC	3,738 32	3,738 32	
FNMA	1,266 70	1,266 70	
FNMA	418 22	418 22	

	Totals	Ordinary	Long Term Capital Gain Distributions
FNMA	763 53	763 53	
FNMA	349 34	349 34	
FNMA	127.10	127.10	
FNMA	3,801 03	3,801.03	
FNMA	1,233 50	1,233 50	
FNMA	4,082 56	4,082.56	
FNMA	3,378 55	3,378 55	
FNMA	3,573 24	3,573 24	
FNMA	3,332 25	3,332.25	
Fidelity Nat'l Information Svcs.	2,235 33	2,235 33	
Ford Cr Auto Lease Tr	561 77	561 77	
Ford Cr Auto Owner Tr	466 65	466 65	
General Motors Finl Co	628.22	628.22	
Honda Auto Receivables	1,143 16	1,143 16	
JP Morgan Chase & Co.	2,906.25	2,906 25	
JP Morgan Chase Coml Mtg Sec	2,617 04	2,617 04	
Lloyds Bkg Group PLC	644 00	644.00	
Lloyds Bkg Group PLC	815 21	815 21	
MetLife Inc	1,800 00	1,800 00	
Morgan Stanley	1,937 50	1,937 50	
MPLX	783 33	783 33	
Northrop Grumman Corp	1,625 00	1,625 00	
Prudential Finl Inc	1,750.00	1,750 00	
Public Svc Enterprise Group	800 00	800 00	
Shire Acquisitions Invt	950 00	950.00	
UnitedHealth Group, Inc	2,735.10	2,735.10	
Verizon Communications	583 21	583 21	
US Government			
US Treasury Note	319 33	319 33	
US Treasury Note	3,464 80	3,464 80	
US Treasury Note	1,781 25	1,781 25	
US Treasury Note	9,255 02	9,255 02	
US Treasury Note	2,875 00	2,875 00	
US Treasury Note	4,346 88	4,346 88	
US Treasury Note	3,227 25	3,227 25	
US Treasury Note	1,204 25	1,204 25	
US Treasury Note	604 28	604 28	
Total taxable interest	\$ 116,368 12	\$ 116,368 12	\$
Tax-Exempt			
None	\$	\$	\$
Totals - Interest	\$ 116,368 12	\$ 116,368 12	\$
Totals - Dividends and interest	\$ 425,711 90	\$ 382,445 52	\$ 43,266 38

## Schedule 3

## CAPITAL GAINS AND LOSSES

THE FAIR FOUNDATION - TIN 75-6016679

Year 2019

	Face/ Shares	Date		Sales Price	Basis	Gain (Loss)		
		Acquired	Sold			Total	Short Term	Long Term
Short-term Schedule 3A				\$ 355,648 82	\$ 352,991 43	\$ 2,657 39	\$ 2,657 39	\$
Long-term Schedule 3B				\$ 4,021,477 47	\$ 2,732,547 60	\$ 1,288,929 87	\$	\$ 1,288,929 87
Other None				\$	\$	\$	\$	\$
Total capital gains (losses)				\$ 4,377,126 29	\$ 3,085,539 03	\$ 1,291,587 26	\$ 2,657 39	\$ 1,288,929 87

## Schedule 3A

FAIN FOUNDATION

(SB-GS)

5/13/2020

11:32:11

PAGE 1

## GAIN ON SALES OF ASSETS-SHORT TERM 2019

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
BANK OF AMERICA SEC 3065208							
RESIDEO TECHNOLOGIES INC	8/29/2018	7/25/2019	83.00	1,582.86	2,284.43	.00	701.57
-----							
*** BANK OF AMERICA SEC 3065208		***	83.00	1,582.86	2,284.43	.00	701.57
BANK OF AMERICA SEC 2251296							
BANK MONTREAL D/9-11-22	9/10/2018	6/14/2019	.00	24,965.50	24,247.80	717.70	.00
FHLMC 4.50% D/5-01-42	5/14/2018	1/15/2019	.00	753.28	795.18	.00	41.90
FHLMC 4.50% D/5-01-42	5/14/2018	2/15/2019	.00	1,420.88	1,499.92	.00	79.04
FHLMC 4.50% D/5-01-42	5/14/2018	3/15/2019	.00	923.33	974.69	.00	51.36
FHLMC 4.50% D/5-01-42	5/14/2018	4/15/2019	.00	1,480.44	1,562.79	.00	82.35
FNMA 2.500% D/10-1-34	10/10/2019	11/25/2019	.00	1,016.45	1,030.27	.00	13.82
FNMA 2.500% D/10-1-34	10/10/2019	12/26/2019	.00	852.40	863.99	.00	11.59
FNMA 3.50% D/6-1-48	5/13/2019	6/25/2019	.00	1,995.18	2,011.39	.00	16.21
FNMA 3.50% D/6-1-48	5/13/2019	7/25/2019	.00	1,986.61	2,002.75	.00	16.14
FNMA 3.50% D/6-1-48	5/13/2019	8/26/2019	.00	4,724.15	4,762.53	.00	38.38
FNMA 3.50% D/6-1-48	5/13/2019	9/25/2019	.00	3,235.71	3,262.00	.00	26.29
FNMA 3.50% D/6-1-48	5/13/2019	10/25/2019	.00	6,180.53	6,230.75	.00	50.22
FNMA 3.50% D/6-1-48	5/13/2019	11/25/2019	.00	5,945.41	5,993.72	.00	48.31
FNMA 3.50% D/6-1-48	5/13/2019	12/20/2019	.00	146,606.54	143,329.85	3,276.69	.00
FNMA 3.50% D/6-1-48	5/13/2019	12/26/2019	.00	3,645.05	3,674.67	.00	29.62
GENERAL MTRS FINL CO INC	11/30/2018	3/18/2019	.00	50,127.50	49,287.22	840.28	.00
LLOYDS BKG GROUP PLC 8-16	9/25/2018	2/06/2019	.00	50,060.50	49,277.95	782.55	00
MPLX 4.00% D/12-15-27	2/08/2018	2/06/2019	.00	48,146.50	49,899.53	.00	1,753.03
-----							
*** BANK OF AMERICA SEC 2251296		***	.00	354,065.96	350,707.00	3,358.96	.00
***GRAND TOTALS***							
			83.00	355,648.82	352,991.43	2,657.39	.00

Schedule 3B  
FAIN FOUNDATION

5/13/2020  
11:33:05

(SB-GS)  
PAGE 1

GAIN ON SALES OF ASSETS-LONG TERM 2019

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
BANK OF AMERICA SEC 3065208							
ALPHABET INC	2/21/2017	7/25/2019	75.00	85,093.75	61,533.37	23,560.38	.00
ANHEUSER BUSCH COS INC	99/99/9999	7/25/2019	318.00	30,387.64	27,880.14	2,507.50	.00
BLACKROCK INC	8/31/2011	12/20/2019	100.00	50,144.96	15,794.05	34,350.91	.00
CVS/CAREMARK CORP	9/24/2004	7/25/2019	1,000.00	55,624.54	22,273.63	33,350.91	.00
CITIGROUP INC	3/13/2014	12/20/2019	300.00	23,434.01	14,821.32	8,612.69	.00
CONOCOPHILLIPS	2/21/2017	12/20/2019	500.00	31,635.34	24,751.90	6,883.44	.00
CORTEVA INC	7/11/2012	7/25/2019	641.00	17,845.70	11,965.07	5,880.63	.00
EOG RES INC	8/27/2018	12/20/2019	500.00	40,334.16	59,057.50	.00	18,723.34
GOLDMAN SACHS GROUP INC	2/25/2016	7/25/2019	180.00	38,978.19	27,795.71	11,182.48	.00
INTEL CORP	2/23/2016	7/25/2019	1,500.00	77,018.45	43,001.85	34,016.60	.00
INTEL CORP	2/23/2016	12/20/2019	500.00	28,723.90	14,333.95	14,389.95	.00
HP INC.	2/23/2016	7/25/2019	4,000.00	86,139.41	41,406.40	44,733.01	.00
JOHNSON & JOHNSON	3/26/1985	7/25/2019	500.00	64,241.66	19,853.38	44,388.28	.00
JOHNSON & JOHNSON	3/26/1985	12/20/2019	1,000.00	144,168.71	39,706.76	104,461.95	.00
J P MORGAN CHASE & CO	8/31/2011	12/20/2019	200.00	27,565.42	7,118.22	20,447.20	.00
LILLY ELI & CO	2/21/2017	12/20/2019	1,000.00	129,131.32	80,248.50	48,882.82	.00
LOCKHEED MARTIN CORP	10/19/2015	12/20/2019	300.00	114,750.62	62,731.72	52,018.90	.00
MCDONALDS CORP	10/17/2002	12/20/2019	500.00	98,142.46	16,339.74	81,802.72	.00
PEPSICO	6/01/1977	12/20/2019	800.00	109,160.93	453.24	108,707.69	.00
SCHLUMBERGER LTD	2/21/2017	7/25/2019	1,200.00	47,776.05	90,522.46	.00	42,746.41
STARBUCKS CORP	2/21/2017	7/25/2019	2,000.00	179,814.87	113,225.00	66,589.87	.00
SUNTRUST BKS INC	8/27/2018	12/20/2019	600.00	33,848.29	34,677.36	.00	829.07
TARGET CORP	8/27/2018	12/20/2019	500.00	63,949.27	43,266.50	20,682.77	.00

5/13/2020  
11:33:05

FAIN FOUNDATION

(SB-GS)  
PAGE 2

GAIN ON SALES OF ASSETS-LONG TERM 2019

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
TEXAS INSTRS INC	3/05/1979	7/25/2019	500.00	59,384.77	831.90	58,552.87	.00
TEXAS INSTRS INC	3/05/1979	12/20/2019	500.00	62,965.69	831.90	62,133.79	.00
3M CO	5/11/1976	7/25/2019	500.00	88,248.67	3,394.43	84,854.24	.00
3M CO	5/11/1976	12/20/2019	200.00	34,071.29	1,357.77	32,713.52	.00
UNITED TECHNOLOGIES CORP	7/11/2012	12/20/2019	500.00	73,641.47	36,991.05	36,650.42	.00
UNITEDHEALTH GROUP INC	4/20/2005	7/25/2019	700.00	177,606.97	39,640.20	137,966.77	.00
UNITEDHEALTH GROUP INC	4/20/2005	12/20/2019	300.00	88,942.15	16,988.66	71,953.49	.00
VANGUARD SHORT TERM BOND	6/02/2017	7/29/2019	2,800.00	224,933.34	224,014.00	919.34	.00
VISA INC	1/23/2013	7/29/2019	500.00	91,283.11	19,860.76	71,422.35	.00
WELLS FARGO & CO	8/31/2011	7/25/2019	1,500.00	70,701.03	36,412.50	34,288.53	.00
*** BANK OF AMERICA SEC 3065208	***		26,214.00	2,549,688.14	1,253,080.94	1,296,607.20	.00
BANK OF AMERICA SEC 2251296							
AMERICAN TOWER CORP D/2-1	9/06/2016	11/20/2019	.00	50,679.00	52,348.00	.00	1,669.00
AMERICREDIT AUTO RECEIVAB	3/13/2017	1/08/2019	.00	5,593.23	5,613.99	.00	20.76
AMERICREDIT AUTO RECEIVAB	3/13/2017	2/08/2019	.00	841.23	844.35	.00	3.12
BANK NEW YORK INC MED-TM	2/22/2012	5/15/2019	.00	50,000.00	57,942.50	.00	7,942.50
CAPITAL ONE FINL CORP 04/	5/19/2016	2/06/2019	.00	50,000.00	51,888.00	.00	1,888.00
CVS CAREMARK CORP SR UNSE	2/22/2012	8/12/2019	.00	50,000.00	50,346.50	.00	346.50
DISCOVER CARD EXECUTION N	5/16/2017	1/15/2019	.00	50,000.00	50,003.91	.00	3.91
DOW CHEM CO	4/11/2012	6/19/2019	.00	51,383.86	52,420.50	.00	1,036.64
FIDELITY NATL INFO SVCS 0	4/26/2018	12/03/2019	.00	50,290.50	49,149.42	1,141.08	.00
FHLMC 3.50% D/06-01-35	6/13/2016	1/15/2019	.00	2,573.92	2,721.52	.00	147.60
FHLMC 3.50% D/06-01-35	6/13/2016	2/15/2019	.00	778.69	823.34	.00	44.65



5/13/2020  
11:33:05

FAIN FOUNDATION

(SB-GS)  
PAGE 3

GAIN ON SALES OF ASSETS-LONG TERM 2019

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FHLMC 3.50% D/06-01-35	6/13/2016	3/15/2019	.00	1,275.28	1,348.41	.00	73.13
FHLMC 3.50% D/06-01-35	6/13/2016	4/15/2019	.00	1,059.89	1,120.67	.00	60.78
FHLMC 3.50% D/06-01-35	6/13/2016	5/15/2019	.00	1,880.90	1,988.76	.00	107.86
FHLMC 3.50% D/06-01-35	6/13/2016	6/17/2019	.00	1,867.76	1,974.86	.00	107.10
FHLMC 3.50% D/06-01-35	6/13/2016	7/15/2019	.00	1,929.85	2,040.52	.00	110.67
FHLMC 3.50% D/06-01-35	6/13/2016	8/15/2019	.00	2,395.62	2,532.99	.00	137.37
FHLMC 3.50% D/06-01-35	6/13/2016	9/16/2019	.00	2,088.42	2,208.18	.00	119.76
FHLMC 3.50% D/06-01-35	6/13/2016	10/15/2019	.00	2,214.97	2,341.98	.00	127.01
FHLMC 3.50% D/06-01-35	6/13/2016	11/15/2019	.00	2,165.92	2,290.12	.00	124.20
FHLMC 3.50% D/06-01-35	5/14/2018	12/16/2019	.00	2,198.71	2,324.79	.00	126.08
FHLMC 4.50% D/04-01-31	6/13/2016	1/15/2019	.00	1,196.73	1,309.67	.00	112.94
FHLMC 4.50% D/04-01-31	6/13/2016	2/15/2019	.00	1,345.26	1,472.22	.00	126.96
FHLMC 4.50% D/04-01-31	6/13/2016	3/15/2019	.00	1,315.74	1,439.91	.00	124.17
FHLMC 4.50% D/04-01-31	6/13/2016	4/15/2019	.00	1,202.96	1,316.49	.00	113.53
FHLMC 4.50% D/04-01-31	6/13/2016	5/15/2019	.00	1,765.85	1,932.50	.00	166.65
FHLMC 4.50% D/04-01-31	6/13/2016	6/17/2019	.00	1,902.47	2,082.02	.00	179.55
FHLMC 4.50% D/04-01-31	6/13/2016	7/15/2019	.00	1,864.21	2,040.14	.00	175.93
FHLMC 4.50% D/04-01-31	6/13/2016	8/15/2019	.00	1,300.11	1,422.81	.00	122.70
FHLMC 4.50% D/04-01-31	6/13/2016	9/16/2019	.00	1,174.62	1,285.47	.00	110.85
FHLMC 4.50% D/04-01-31	6/13/2016	10/15/2019	.00	1,367.22	1,496.25	.00	129.03
FHLMC 4.50% D/04-01-31	6/13/2016	11/15/2019	.00	2,182.23	2,388.18	.00	205.95
FHLMC 4.50% D/04-01-31	6/13/2016	12/16/2019	.00	1,137.32	1,244.65	.00	107.33
FHLMC 5.00% D/06-01-41	6/13/2016	1/15/2019	.00	2,657.08	2,962.64	.00	305.56
FHLMC 5.00% D/06-01-41	6/13/2016	2/15/2019	.00	1,878.97	2,095.05	.00	216.08

5/13/2020  
11:33:05

FAIN FOUNDATION

(SB-GS)  
PAGE 4

GAIN ON SALES OF ASSETS-LONG TERM 2019

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FHLMC 5.00% D/06-01-41	6/13/2016	3/15/2019	.00	521.31	581.26	.00	59.95
FHLMC 5.00% D/06-01-41	6/13/2016	4/15/2019	.00	2,589.76	2,887.58	.00	297.82
FHLMC 5.00% D/06-01-41	6/13/2016	5/15/2019	.00	461.96	515.09	.00	53.13
FHLMC 5.00% D/06-01-41	6/13/2016	6/17/2019	.00	1,338.80	1,492.76	.00	153.96
FHLMC 5.00% D/06-01-41	6/13/2016	7/15/2019	.00	1,171.80	1,306.56	.00	134.76
FHLMC 5.00% D/06-01-41	6/13/2016	8/15/2019	.00	2,233.87	2,490.77	.00	256.90
FHLMC 5.00% D/06-01-41	6/13/2016	9/16/2019	.00	520.51	580.37	.00	59.86
FHLMC 5.00% D/06-01-41	6/13/2016	10/15/2019	.00	869.50	969.49	.00	99.99
FHLMC 5.00% D/06-01-41	6/13/2016	11/15/2019	.00	4,270.84	4,761.99	.00	491.15
FHLMC 5.00% D/06-01-41	6/13/2016	12/16/2019	.00	2,811.69	3,135.03	.00	323.34
FHLMC 4.50% D/5-01-42	5/14/2018	5/15/2019	.00	1,796.36	1,896.28	.00	99.92
FHLMC 4.50% D/5-01-42	5/14/2018	6/17/2019	.00	1,331.97	1,406.06	.00	74.09
FHLMC 4.50% D/5-01-42	5/14/2018	7/15/2019	.00	1,120.32	1,182.64	.00	62.32
FHLMC 4.50% D/5-01-42	5/14/2018	8/15/2019	.00	1,241.52	1,310.58	.00	69.06
FHLMC 4.50% D/5-01-42	5/14/2018	9/16/2019	.00	1,299.00	1,371.26	.00	72.26
FHLMC 4.50% D/5-01-42	5/14/2018	10/15/2019	.00	1,736.43	1,833.02	.00	96.59
FHLMC 4.50% D/5-01-42	5/14/2018	11/15/2019	.00	1,151.15	1,215.18	.00	64.03
FHLMC 4.50% D/5-01-42	11/09/2016	12/16/2019	.00	2,717.94	2,869.13	.00	151.19
FNMA 3.00% D/10-01-29	12/08/2014	1/25/2019	.00	1,277.63	1,327.14	.00	49.51
FNMA 3.00% D/10-01-29	12/08/2014	2/25/2019	.00	687.60	714.24	.00	26.64
FNMA 3.00% D/10-01-29	12/08/2014	3/25/2019	.00	659.38	684.93	.00	25.55
FNMA 3.00% D/10-01-29	12/08/2014	4/25/2019	.00	901.81	936.76	.00	34.95
FNMA 3.00% D/10-01-29	12/08/2014	5/28/2019	.00	1,304.70	1,355.26	.00	50.56
FNMA 3.00% D/10-01-29	12/08/2014	6/25/2019	.00	660.80	686.41	.00	25.61

5/13/2020  
11:33:05

FAIN FOUNDATION

(SB-GS)  
PAGE 5

GAIN ON SALES OF ASSETS-LONG TERM 2019

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FNMA 3.00% D/10-01-29	12/08/2014	7/25/2019	.00	1,145.14	1,189.51	.00	44.37
FNMA 3.00% D/10-01-29	12/08/2014	8/26/2019	.00	595.49	618.57	.00	23.08
FNMA 3.00% D/10-01-29	12/08/2014	9/25/2019	.00	843.30	875.98	.00	32.68
FNMA 3.00% D/10-01-29	12/08/2014	10/25/2019	.00	1,109.08	1,152.06	.00	42.98
FNMA 3.00% D/10-01-29	12/08/2014	11/25/2019	.00	922.50	958.25	.00	35.75
FNMA 3.00% D/10-01-29	12/08/2014	12/26/2019	.00	830.03	862.19	.00	32.16
FNMA 4.00% D/2-1-27	2/22/2012	1/25/2019	.00	5,353.34	5,624.74	.00	271.40
FNMA 4.00% D/2-1-27	2/22/2012	2/25/2019	.00	332.45	349.30	.00	16.85
FNMA 4.00% D/2-1-27	2/22/2012	3/25/2019	.00	339.11	356.30	.00	17.19
FNMA 4.00% D/2-1-27	2/22/2012	4/15/2019	.00	26,983.53	27,538.28	.00	554.75
FNMA 4.00% D/2-1-27	2/22/2012	4/25/2019	.00	340.34	357.59	.00	17.25
FNMA 3.50% D/2-1-27	2/22/2012	1/25/2019	.00	490.80	510.54	.00	19.74
FNMA 3.50% D/2-1-27	2/22/2012	2/25/2019	.00	1,055.97	1,098.44	.00	42.47
FNMA 3.50% D/2-1-27	2/22/2012	3/25/2019	.00	496.82	516.80	.00	19.98
FNMA 3.50% D/2-1-27	2/22/2012	4/25/2019	.00	750.43	780.61	.00	30.18
FNMA 3.50% D/2-1-27	2/22/2012	5/28/2019	.00	951.67	989.94	.00	38.27
FNMA 3.50% D/2-1-27	2/22/2012	6/25/2019	.00	706.48	734.89	.00	28.41
FNMA 3.50% D/2-1-27	2/22/2012	7/25/2019	.00	512.10	532.70	.00	20.60
FNMA 3.50% D/2-1-27	2/22/2012	8/26/2019	.00	431.00	448.33	.00	17.33
FNMA 3.50% D/2-1-27	2/22/2012	9/25/2019	.00	390.74	406.45	.00	15.71
FNMA 3.50% D/2-1-27	2/22/2012	10/25/2019	.00	284.76	296.21	.00	11.45
FNMA 3.50% D/2-1-27	2/22/2012	11/25/2019	.00	406.92	423.29	.00	16.37
FNMA 3.50% D/2-1-27	2/22/2012	12/26/2019	.00	450.31	468.42	.00	18.11
FNMA 3.00% D/2-1-27	4/16/2013	1/25/2019	.00	202.86	214.18	.00	11.32

5/13/2020  
11:33:05

FAIN FOUNDATION

(SB-GS)  
PAGE 6

GAIN ON SALES OF ASSETS-LONG TERM 2019

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FNMA 3.00% D/2-1-27	4/16/2013	2/25/2019	.00	250.38	264.35	.00	13.97
FNMA 3.00% D/2-1-27	4/16/2013	3/25/2019	.00	128.53	135.70	.00	7.17
FNMA 3.00% D/2-1-27	4/16/2013	4/15/2019	.00	10,994.59	11,531.76	.00	537.17
FNMA 3.00% D/2-1-27	4/16/2013	4/25/2019	.00	241.14	254.59	.00	13.45
FNMA 4.00% D/05-01-47	1/11/2018	1/25/2019	.00	917.29	962.29	.00	45.00
FNMA 4.00% D/05-01-47	1/11/2018	2/25/2019	.00	942.51	988.75	.00	46.24
FNMA 4.00% D/05-01-47	1/11/2018	3/25/2019	.00	974.16	1,021.95	.00	47.79
FNMA 4.00% D/05-01-47	1/11/2018	4/25/2019	.00	1,235.13	1,295.73	.00	60.60
FNMA 4.00% D/05-01-47	1/11/2018	5/28/2019	.00	867.35	909.90	.00	42.55
FNMA 4.00% D/05-01-47	1/11/2018	6/25/2019	.00	204.83	214.88	.00	10.05
FNMA 4.00% D/05-01-47	1/11/2018	7/25/2019	.00	2,655.08	2,785.35	.00	130.27
FNMA 4.00% D/05-01-47	1/11/2018	8/26/2019	.00	4,972.58	5,216.55	.00	243.97
FNMA 4.00% D/05-01-47	1/11/2018	9/25/2019	.00	2,622.73	2,751.41	.00	128.68
FNMA 4.00% D/05-01-47	1/11/2018	10/25/2019	.00	1,611.67	1,690.74	.00	79.07
FNMA 4.00% D/05-01-47	1/11/2018	11/25/2019	.00	2,687.37	2,819.22	.00	131.85
FNMA 4.00% D/05-01-47	1/11/2018	12/26/2019	.00	3,279.17	3,440.05	.00	160.88
FNMA 3.00% D/11-01-29	12/08/2014	1/25/2019	.00	1,446.39	1,502.89	.00	56.50
FNMA 3.00% D/11-01-29	12/08/2014	2/25/2019	.00	726.50	754.88	.00	28.38
FNMA 3.00% D/11-01-29	12/08/2014	3/25/2019	.00	1,099.90	1,142.87	.00	42.97
FNMA 3.00% D/11-01-29	12/08/2014	4/25/2019	.00	627.62	652.14	.00	24.52
FNMA 3.00% D/11-01-29	12/08/2014	5/28/2019	.00	1,237.39	1,285.73	.00	48.34
FNMA 3.00% D/11-01-29	12/08/2014	6/25/2019	.00	722.67	750.90	.00	28.23
FNMA 3.00% D/11-01-29	12/08/2014	7/25/2019	.00	707.13	734.75	.00	27.62
FNMA 3.00% D/11-01-29	12/08/2014	8/26/2019	.00	620.26	644.49	.00	24.23

5/13/2020  
11:33:05

FAIN FOUNDATION

(SB-GS)  
PAGE 7

GAIN ON SALES OF ASSETS-LONG TERM 2019

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FNMA 3.00% D/11-01-29	12/08/2014	9/25/2019	.00	830.47	862.91	.00	32.44
FNMA 3.00% D/11-01-29	12/08/2014	10/25/2019	.00	811.54	843.24	.00	31.70
FNMA 3.00% D/11-01-29	12/08/2014	11/25/2019	.00	555.24	576.93	.00	21.69
FNMA 3.00% D/11-01-29	12/08/2014	12/26/2019	.00	635.94	660.78	.00	24.84
FNMA 5.00% D/10-01-43	6/13/2016	1/25/2019	.00	2,286.54	2,545.92	.00	259.38
FNMA 5.00% D/10-01-43	6/13/2016	2/25/2019	.00	996.64	1,109.70	.00	113.06
FNMA 5.00% D/10-01-43	6/13/2016	3/25/2019	.00	910.94	1,014.28	.00	103.34
FNMA 5.00% D/10-01-43	6/13/2016	4/25/2019	.00	3,472.27	3,866.16	.00	393.89
FNMA 5.00% D/10-01-43	6/13/2016	5/28/2019	.00	1,115.99	1,242.59	.00	126.60
FNMA 5.00% D/10-01-43	6/03/2016	6/25/2019	.00	2,767.20	3,081.11	.00	313.91
FNMA 5.00% D/10-01-43	6/13/2016	7/25/2019	.00	951.36	1,059.28	.00	107.92
FNMA 5.00% D/10-01-43	6/13/2016	8/26/2019	.00	3,471.44	3,865.23	.00	393.79
FNMA 5.00% D/10-01-43	6/13/2016	9/25/2019	.00	1,618.22	1,801.79	.00	183.57
FNMA 5.00% D/10-01-43	6/13/2016	10/25/2019	.00	732.93	816.07	.00	83.14
FNMA 5.00% D/10-01-43	6/13/2016	11/25/2019	.00	1,792.36	1,995.68	.00	203.32
FNMA 5.00% D/10-01-43	6/13/2016	12/26/2019	.00	1,719.24	1,914.27	.00	195.03
FNMA 3.00% D/09-01-30	6/16/2016	1/25/2019	.00	1,624.83	1,703.02	.00	78.19
FNMA 3.00% D/09-01-30	6/16/2016	2/25/2019	.00	1,175.96	1,232.55	.00	56.59
FNMA 3.00% D/09-01-30	6/16/2016	3/25/2019	.00	1,865.52	1,955.30	.00	89.78
FNMA 3.00% D/09-01-30	6/16/2016	4/25/2019	.00	1,919.99	2,012.39	.00	92.40
FNMA 3.00% D/09-01-30	6/16/2016	5/28/2019	.00	1,252.08	1,312.34	.00	60.26
FNMA 3.00% D/09-01-30	6/16/2016	6/25/2019	.00	1,243.42	1,303.26	.00	59.84
FNMA 3.00% D/09-01-30	6/16/2016	7/25/2019	.00	2,271.92	2,381.26	.00	109.34
FNMA 3.00% D/09-01-30	6/16/2016	8/26/2019	.00	2,199.13	2,304.96	.00	105.83

5/13/2020  
11:33:05

FAIN FOUNDATION

(SB-GS)  
PAGE 8

GAIN ON SALES OF ASSETS-LONG TERM 2019

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FNMA 3.00% D/09-01-30	6/16/2016	9/25/2019	.00	3,106.38	3,255.87	.00	149.49
FNMA 3.00% D/09-01-30	6/16/2016	10/25/2019	.00	2,707.96	2,838.28	.00	130.32
FNMA 3.00% D/09-01-30	6/16/2016	11/25/2019	.00	1,977.22	2,072.37	.00	95.15
FNMA 3.00% D/09-01-30	6/16/2016	12/26/2019	.00	1,753.13	1,837.50	.00	84.37
FNMA 3.50% D/11-1-45	12/13/2017	1/25/2019	.00	574.60	592.47	.00	17.87
FNMA 3.50% D/11-1-45	12/13/2017	2/25/2019	.00	858.82	885.52	.00	26.70
FNMA 3.50% D/11-1-45	12/13/2017	3/25/2019	.00	821.59	847.14	.00	25.55
FNMA 3.50% D/11-1-45	12/03/2017	4/25/2019	.00	1,120.30	1,155.13	.00	34.83
FNMA 3.50% D/11-1-45	12/13/2017	5/28/2019	.00	1,275.57	1,315.23	.00	39.66
FNMA 3.50% D/11-1-45	12/13/2017	6/25/2019	.00	1,188.47	1,225.42	.00	36.95
FNMA 3.50% D/11-1-45	12/13/2017	7/25/2019	.00	1,005.30	1,036.56	.00	31.26
FNMA 3.50% D/11-1-45	12/13/2017	8/26/2019	.00	1,455.07	1,500.31	.00	45.24
FNMA 3.50% D/11-1-45	12/13/2017	9/25/2019	.00	2,135.11	2,201.50	.00	66.39
FNMA 3.50% D/11-1-45	12/13/2017	10/25/2019	.00	1,579.63	1,628.75	.00	49.12
FNMA 3.50% D/11-1-45	12/13/2017	11/25/2019	.00	1,144.56	1,180.15	.00	35.59
FNMA 3.50% D/11-1-45	12/13/2017	12/26/2019	.00	1,064.48	1,097.58	.00	33.10
FORD CR AUTO LEASE TR 201	5/18/2017	1/15/2019	.00	6,909.94	6,932.34	.00	22.40
FORD CR AUTO LEASE TR 201	5/18/2017	2/15/2019	.00	8,752.24	8,780.62	.00	28.38
FORD CR AUTO LEASE TR 201	5/18/2017	3/15/2019	.00	8,920.19	8,949.11	.00	28.92
FORD CR AUTO LEASE TR 201	5/18/2017	4/15/2019	.00	8,745.80	8,774.16	.00	28.36
FORD CR AUTO LEASE TR 201	5/18/2017	5/15/2019	.00	6,825.87	6,848.00	.00	22.13
JP MORGAN CHASE COML MTG	5/19/2016	10/18/2019	.00	12,182.36	12,631.59	.00	449.23
JP MORGAN CHASE COML MTG	5/19/2016	11/18/2019	.00	3,180.86	3,298.15	.00	117.29
PUBLIC SVC ENTERPRISE GRO	11/09/2016	11/15/2019	.00	50,000.00	50,036.50	.00	36.50

5/13/2020  
11:33:05

FAIN FOUNDATION

(SB-GS)  
PAGE 9

GAIN ON SALES OF ASSETS-LONG TERM 2019

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
SHIRE ACQUISITIONS INVTs	9/23/2016	9/23/2019	.00	50,000.00	50,029.00	.00	29.00
UNITEDHEALTH GROUP INC 06	8/12/2019	11/26/2019	.00	82,551.75	75,763.02	6,788.73	.00
US TSY NT 2.75% D/11-30-2	12/17/2018	12/20/2019	.00	126,293.95	125,043.95	1,250.00	.00
US TSY NT 1.625% D/02-15-	9/01/2016	4/17/2019	.00	70,916.01	75,348.63	.00	4,432.62
US TSY NT 1.625% D/02-15-	7/21/2016	11/26/2019	.00	49,826.17	50,210.94	.00	384.77
US TSY NT 1.625% D/02-15-	7/26/2016	11/26/2019	.00	24,913.08	25,115.25	.00	202.17
US TSY NT 1.625% D/02-15-	6/22/2016	11/26/2019	.00	24,913.09	24,851.57	61.52	.00
US TSY NT 1.625% D/02-15-	6/22/2016	12/20/2019	.00	24,725.59	24,851.56	.00	125.97
US TSY NT 1.625% D/02-15-	5/01/2017	12/20/2019	.00	93,957.22	89,997.66	3,959.56	.00
US TSY NT 2.875% D/8-15-2	8/30/2018	12/20/2019	.00	53,925.78	49,972.66	3,953.12	.00
US TSY NT 2.875% D/8-15-2	9/26/2018	12/20/2019	.00	75,496.10	68,750.39	6,745.71	.00
US TSY NT 2.750% D/9-30-2	10/15/2018	12/16/2019	.00	60,534.38	59,894.53	639.85	.00
US TSY NT 2.750% D/9-30-2	10/15/2018	12/20/2019	.00	40,346.88	39,929.69	417.19	.00
*** BANK OF AMERICA SEC 2251296 ***			.00	1,471,789.33	1,479,466.66	.00	7,677.33
***GRAND TOTALS***			26,214.00	4,021,477.47	2,732,547.60	1,288,929.87	.00

## Schedule 4

## BALANCE SHEET

THE FAIN FOUNDATION - TIN 75-6016679

Year 2019

	Cost		Market
	12-31-18	12-31-19	Value
ASSETS			
Cash			
Checking	\$ 182,123 82	\$ 858,184 14	\$ 858,184 14
Certificates and daily cash funds	216,344 49	663,638 13	663,638 13
Accounts receivable			
Investments.			
Corporate stocks - Sch 5	5,518,727.93	5,109,863 91	10,390,221 38
Bonds - Sch 5	3,703,751 31	3,220,534 04	3,269,903 98
Other assets.			
Prepaid excise tax	3,557 28		
Purchased interest	1,121 40	597.75	597 75
Total assets	\$ 9,625,626.23	\$ 9,852,817 97	\$ 15,182,545 38
LIABILITIES AND EQUITY			
Liabilities			
Excise tax payable	\$	\$ 5,489 99	
Total liabilities	\$	\$ 5,489 99	
Equity			
Principal fund	\$ 10,565,258.12	\$ 10,565,258 12	
Income fund	(939,631 89)	(717,930 14)	
Total equity	\$ 9,625,626 23	\$ 9,847,327 98	
Total liabilities and equity	\$ 9,625,626 23	\$ 9,852,817 97	



## Schedule 5

## INVESTMENTS - SECURITIES

THE FAIN FOUNDATION - TIN 75-6016679

Year 2019

Description	Rate	Maturity Date	Par Value/ Shares	Basis		Fair Market Value
				12-31-18	12-31-19	
Corporate stock						
BOA Account #3065208						
AT&T			5,500 00	\$ 133,567 96	\$ 133,567 96	\$ 214,940 00
Abbott Labs			1,400 00	93,338 56	93,338 56	121,604 00
Activision Blizzard Inc			1,500 00	69,216 30	91,996 95	89,130.00
Alibaba Group Hldg Ltd			414 00	32,926 59	32,926 59	87,809 40
Alphabet, Inc			57 00	88,630 43	27,097 06	76,345 23
Amazon			132 00	80,602 34	80,602 34	243,914.88
American Electric Power, Inc			1,000 00	44,905 00	44,905 00	94,510 00
Anheuser Busch Cos, Inc			318 00	27,880 14		
Apple, Inc			1,700 00	29,729 48	29,729 48	499,205 00
Berkshire Hathaway, Inc			1,500 00	189,294 16	189,294 16	339,750 00
Blackrock, Inc			300 00	63,176 20	47,382 15	150,810.00
BP PLC			2,000 00		79,423 40	75,480 00
Becton Dickinson & Co			500 00		126,691 50	135,985 00
Boeing Co			100 00		37,510 81	32,576 00
Broadcom Inc			400 00	84,570 00	84,570 00	126,408 00
Caterpillar Inc			400 00	61,444 65	61,444 65	59,072 00
China High Precision			16,877 00	13,193 86	13,193 86	2,697 96
Chevron Corp			800 00	95,801 60	95,801.60	96,408 00
Cisco Systems			4,000 00	104,442 00	104,442 00	191,840 00
Citigroup, Inc			2,855 00	151,146 09	136,324 77	228,085 95
Coca Cola			2,500 00	92,954 50	92,954 50	138,375.00
Columbia Mid Cap Index Fund			35,966 70	286,654 60	286,654 60	571,510 86
Columbia Small Cap Index Fund			15,745 24	193,194 09	193,194 09	371,430 21
Comcast Corp			2,000 00	59,963 50	59,963 50	89,940.00
ConocoPhillips			500 00	49,503 80	24,751 90	32,515 00
CVS Health Corp			1,670 00	22,273 63		
Disney Walt Co			500 00	35,925 69	55,610 19	72,315 00
DowDuPont, Inc			641 00	69,620 15	34,289 17	41,152 20
Dow, Inc			641 00		23,365 91	35,081 93
EOG Resources Inc			500 00	59,057 50		
ExxonMobil			3,000 00	7,763 37	7,763 37	209,340 00
Facebook, Inc			305 00	19,223 97	19,223 97	62,601 25
General Electric			10,000 00			
General Mills, Inc			1,000.00	44,574 20	44,574 20	53,560 00
Goldman Sachs Group, Inc			180 00	27,795 71		
HP, Inc			4,000 00	41,406 40		
Home Depot, Inc			700 00	95,451 86	95,451 86	152,866 00
Honeywell Intl Inc			500 00	76,297 52	76,297 52	88,500 00
Huntington Bancshares Inc			5,000 00	81,906 50	81,906 50	75,400 00
Illinois Tool Works Inc			400 00	66,776 00	66,776 00	71,852 00
Intel Corp			1,000 00	86,003 70	28,667 90	59,850 00
Intercontinental Exchange, Inc			1,000 00		90,219 60	92,550 00
Ishares Int'l Select Dividend ETF			22,000 00	678,250 70	678,250 70	738,540 00
IShares Russell 2000 ETF			1,500 00	100,837 70	177,781 70	248,505 00

Description	Rate	Maturity Date	Par Value/ Shares	Basis		Fair Market Value
				12-31-18	12-31-19	
IShares Russell Mid-Cap ETF			3,000 00		169,650.00	178,860 00
Johnson & Johnson			1,000 00	99,266 87	39,706 73	145,870 00
JP Morgan Chase			2,300 00	87,447 15	80,328 93	320,620 00
Lily Eli & Co			1,000 00	80,248.50		
Lockheed Martin			200 00	104,552 86	41,821 14	77,876 00
Mastercard, Inc			197 00	4,371 61	4,371 61	58,822 23
McDonalds			1,500 00	65,358 97	49,019.23	296,415 00
Microsoft			3,000 00	90,742 95	90,742 95	473,100 00
Mondelez Intl Inc			1,000 00	42,508 50	42,508 50	55,080 00
Pepsico			1,700 00	1,416 37	963 13	232,339 00
Pfizer			8,000 00	2,893 93	2,893 93	313,440 00
Philip Morris Intl Inc			1,000 00	79,913 00	79,913 00	85,090 00
Procter & Gamble			600 00	36,642.00	36,642 00	74,940 00
Prologis, Inc			500 00		40,833 60	44,570 00
Resideo Technologies Inc			83 00	2,284 43		
Roche Hldg Ltd			2,000 00	48,660 00	48,660 00	81,066 00
Schlumberger, Ltd			1,200 00	90,522 46		
Sempra Energy			700 00	75,547 99	75,547 99	106,036 00
SPDR S&P Biotech			700 00		59,683 12	66,577 00
Starbucks Corp.			2,000 00	113,225.00		
Suntrust Bks Inc /Truist Finl Corp			954 00	89,814.36	55,137 00	53,729 28
Target Corp			1,500 00	173,066 00	129,799 50	192,315 00
Teladoc Health Inc			1,000 00	67,070 90	67,070 90	83,720 00
Texas Instruments			2,500 00	5,823.31	4,159 51	320,725 00
3M Co			300 00	6,505 40	1,753 20	52,926 00
United Technologies			1,500 00	120,756 99	83,765 94	224,640 00
Unitedhealth Group			400 00	79,280 40	22,651 54	117,592 00
Vanguard Short Term Bond ETF			2,800 00	224,014 00		
Verizon Communications, Inc			1,500 00		82,406 26	92,100 00
Visa, Inc			2,800 00	131,081 03	111,220 27	526,120 00
Wells Fargo & Co			2,500 00	36,412 50		
Vulcan Materials Co			300 00		40,673 91	43,197 00
Total corporate stock				\$ 5,518,727 93	\$ 5,109,863 91	\$10,390,221 38

Bonds

BOA Account #2251296

Abbvie, Inc	3 200% 05/14/26	45,000 00	\$		\$ 46,219 17	\$ 46,633 05
American Express	2 860% 11/15/24	50,000 00			50,921 88	50,813 50
American Tower Corp	3 300% 02/15/21	50,000 00		52,348 00		
Americredit Auto Receivables Tr	2 080% 09/08/20	50,000 00		6,458 34		
Autozone, Inc Sr Nt	3 125% 04/21/26	50,000 00		51,053 00	51,053 00	51,582 50
Bank Montreal	2 350% 09/11/22	50,000 00		72,242 25	48,161 50	50,680 00
Bank New York Inc	5 450% 05/15/19	50,000 00		57,942 50		
Bank New York Mellon Corp	3 450% 08/11/23	50,000 00			51,373 50	52,563 50
Capital One Finl Corp	3 750% 04/24/24	50,000 00		51,888 00		
Capital One Multi-Asset	3 010% 02/15/24	50,000 00			50,285 16	50,753 50
Citigroup Coml Mtg Tr 2015-P1	3 039% 09/15/48	75,000 00		76,696 29	76,696 29	75,003 00
Citigroup Inc	3 375% 03/01/23	50,000 00		48,090 00	48,090 00	51,843 00
Comcast Corp	4 150% 10/15/28	75,000 00		74,524 50	74,524 50	84,475 50
Constellation Brands, Inc	2 250% 11/16/20	50,000 00		48,842 50	48,842 50	50,101 50
CVS Caremark Corp	2 250% 08/12/19	50,000 00		50,346 50		
Discover Card Execution Nt Tr	1 640% 07/15/21	50,000 00		50,003 91		
Dow Chem Co	4 250% 08/15/20	50,000 00		52,420 50		

Description	Rate	Maturity Date	Par Value/ Shares	Basis		Fair Market Value
				12-31-18	12-31-19	
Duke Energy Corp	1 800%	09/01/21	50,000 00	47,807 08	47,807 08	49,959 50
El Paso Pipeline Partners	6 500%	04/01/20	50,000 00	53,585 00	53,585 00	50,527 00
Federal Home Loan Mortgage Corp	3 500%	06/01/35	114,208 45	144,473 75	120,757 61	119,518 00
Federal Home Loan Mortgage Corp	4 500%	04/01/31	93,652 88	121,921 69	102,491 38	100,693 70
Federal Home Loan Mortgage Corp	5 000%	06/01/41	93,901 25	128,478 50	104,699 91	103,521 43
Federal Home Loan Mortgage Corp	4 500%	05/01/42	72,960 06	94,935 18	77,018 45	78,771 33
Federal Home Loan Mortgage Corp.	2 323%	10/25/18	78,039 35			
Federal National Mortgage Association	3 000%	09/01/30	99,094 34	128,072 14	103,863 04	102,151 19
Federal National Mortgage Association	5 000%	10/01/43	70,005 00	102,258 29	77,946 21	76,593 87
Federal National Mortgage Association	4 000%	02/01/27	32,574 78	34,226 21		
Federal National Mortgage Association	3 500%	02/01/27	18,534 38	26,486 41	19,279 79	19,246 10
Federal National Mortgage Association	3 500%	11/01/45	93,609 14	111,185 58	96,519 82	98,619 10
Federal National Mortgage Association	3 000%	02/01/27	11,745 40	12,400 58		
Federal National Mortgage Association	3.000%	10/01/29	36,365 28	49,135.72	37,774 42	37,440 96
Federal National Mortgage Association	3 000%	11/01/29	36,243 57	48,071 84	37,659 33	37,225 05
Federal National Mortgage Association	4 000%	05/01/47	79,756 76	107,766 65	83,669 83	83,601 03
Federal National Mortgage Association	3 000%	11/01/34	150,196 26		154,608 28	154,340 18
Federal National Mortgage Association	3 500%	07/01/49	127,646 39		131,934 52	132,305 49
Federal National Mortgage Association	2 500%	10/01/34	97,365 93		98,689 49	98,258 77
Fidelity Nat'l Information Svcs	2 250%	08/15/21	50,000 00	48,376.59		
Ford Cr Auto Lease Tr 2017-A	1 880%	04/15/20	40,154 04	40,284 23		
Ford Cr Auto Lease Tr 2017-A	2 240%	06/15/22	50,000 00		49,523 44	50,068 00
General Mtrs Finl Co. Inc	3 550%	04/09/21	50,000 00	49,191 50		
Honda Auto Receivables 2018-3	2 950%	08/22/22	50,000 00		50,156 25	50,504 00
JP Morgan Chase & Co	3 875%	02/01/24	75,000 00	80,391 75	80,391 75	80,053 50
JP Morgan Chase Coml Mtg	2 840%	12/15/47	59,636 78	77,765 63	61,835 89	60,505 09
Lloyds Bkg Group PLC	4 550%	08/16/28	50,000 00	49,277 95		
Lloyds Bkg Group PLC 1-11-22	3 000%	01/11/22	50,000 00		49,076 46	50,806 00
MetLife Inc	3 600%	11/13/25	50,000 00	52,070 50	52,070 50	53,733 50
Morgan Stanley	3 875%	01/27/26	50,000 00	52,209 50	52,209 50	53,704 50
MPLX	4.000%	12/15/27	50,000 00	49,899 53		
Northrop Grumman Corp	3 250%	08/01/23	50,000 00	51,563 00	51,563.00	52,127 50
Prudential Financial Inc	3 500%	05/15/24	50,000 00	49,784 00	49,784 00	53,211 50
Public Svc Enterprise Group	1 600%	11/15/19	50,000 00	50,036 50		
Shire Acquisitions Invt	1 900%	09/23/19	50,000 00	50,029 00		
Shire Acquisitions Invt	3 200%	09/23/26	50,000 00		51,692 50	51,530 00
UnitedHealth Group, Inc	3 850%	06/15/28	75,000 00	75,763 02		
US Treasury Note	2 750%	11/30/20	125,000 00	125,043 95		
US Treasury Note	2 375%	01/31/23	75,000 00	74,059 59	74,059 59	76,702 50
US Treasury Note	2 750%	09/30/20	100,000 00	99,824 22		
US Treasury Note	1 625%	02/15/26	230,000 00	506,589 86	216,214 25	227,978 30
US Treasury Note	2 875%	05/15/28	100,000 00	99,207 03	99,207 03	107,707 00
US Treasury Note	2 875%	08/15/28	120,000 00	118,723 05		
US Treasury Note	2 125%	05/31/21	50,000 00		50,390 63	50,361 50
US Treasury Note	2 375%	05/15/29	100,000 00		105,300 76	104,012 00
US Treasury Note	3 125%	11/15/28	50,000 00		51,699 22	55,013 50
US Treasury Note	2 500%	01/31/24	50,000 00		49,912 11	51,646 50
Verizon Communications	4 329%	09/21/28	50,000 00		54,478 00	56,748 50
Wells Fargo Coml Mtg	3 185%	03/15/59	74,000 00		76,497 50	76,268 84
Total bonds				\$ 3,703,751 31	\$ 3,220,534 04	\$ 3,269,903 98
Total investments				\$ 9,222,479 24	\$ 8,330,397 95	\$13,660,125 36

## Schedule 6

## CONTRIBUTIONS PAID

THE FAIN FOUNDATION - TIN 75-6016679

Year 2019

<u>Name and Address</u>	<u>Purpose</u>	<u>Amount</u>
All Hands Cultural Cmmnty Ctr 302 Tulsa Street Wichita Falls, TX 76301	Pledge	\$ 25,000 00
Alzheimer's Association 901 Indiana Ave., Suite 350 Wichita Falls, TX 76301	Memory Walk	4,500 00
Arts Council, Wichita Falls Area Kemp Center for the Arts 1300 Lamar St Wichita Falls, TX 76301	Kemp Karnevale Sculpture Garden	5,000 00 35,000 00
ARC of Wichita County 3115 Buchanan Street Wichita Falls, TX 76308	Operating Budget	5,000 00
Backdoor Theatre 501 Indiana Wichita Falls, TX 76301	Operating Budget	10,000 00
Big Brothers Big Sisters 450 E John Carpenter Fwy Irving, TX 75062	Operating Budget Dancing for the Stars	15,000 00 2,500 00
Boots for Warriors Foundation 2911 Turtle Creek Blvd, Suite 1100 Dallas, TX 75219	Boots	10,000 00
Boys & Girls Clubs of Burkburnett 800 County Road Burkburnett, TX 76354	Summer Program	7,500 00
Boys & Girls Clubs of Vernon 2015 Yamparika St Vernon, TX 76384	Operating Budget	5,000 00
Boys & Girls Clubs of Wichita Falls, Inc 1318 Sixth Street Wichita Falls, TX 76301	Teen Court Operating Budget	5,000 00 2,500 00
Camp Fire Council of North Texas 2414 Ninth Street Wichita Falls, TX 76309	Membership Drive	2,500 00
Catholic Charities Fort Worth P O Box 15610 Fort Worth, TX 76119	Vocation Program	7,500 00

<u>Name and Address</u>	<u>Purpose</u>	<u>Amount</u>
CASA of Red River 808 Austin St Wichita Falls, TX 76308	Part-Time Employee	10,000 00
Child Care Partners 1000 Lamar, Suite 429 Wichita Falls, TX 76301	Operating Budget	10,000 00
Christ Counseling Ministry 1420 Twin Oaks St Wichita Falls, TX 76301	Operating Budget	10,000 00
Christmas in Action P O Box 8464 Wichita Falls, Texas 76307	Operating Budget	7,500 00
Disaster Helping Hands PO Box 1891 Wichita Falls, Texas 76308	Operating Budget	5,000 00
Faith Mission/Faith Refuge P O Box 965 Wichita Falls, TX 76307	Operating Budget	8,000 00
Fellowship of Christian Athletes 3502 McNiel Wichita Falls, TX 76308	Operating Budget	10,000 00
First Step 624 Indiana Ave., #304 Wichita Falls, TX 76308	Repairs	2,370 00
Friends of Hospice P O Box 9615 Wichita Falls, TX 76308	Golf Tournament	10,000 00
Friendly Door Senior Center 810 N 3rd St Iowa Park, TX 76367	Operating Budget	3,000 00
Hands to Hands Community Fund P O Box 4641 Wichita Falls, TX 76308	Endowment Operating Budget	50,000 00 20,000 00
IMPACT 100 PO Box 9357 Wichita Falls, TX 76308	Operating Budget	5,000 00
Inheritance Adoptions 1007 Eleventh Street Wichita Falls, TX 76301	Operating Budget	7,500 00
Interfaith Outreach Services 1101 11th Street Wichita Falls, TX 76301	Prescription Project Oh! Christmas Tree	5,000 00 2,500 00

<u>Name and Address</u>	<u>Purpose</u>	<u>Amount</u>
Junior League of Wichita Falls 2302 Midwestern Parkway Wichita Falls, TX 76308	Christmas Magic	5,000 00
The Kitchen 1000 Burnett St Wichita Falls, TX 76301	Meals on Wheels	7,500 00
KMOC PO Box 41 Wichita Falls, TX 76307	Computer Upgrade	5,000 00
Midwestern State University 3410 Taft Blvd Wichita Falls, Texas 76308	Nonprofit Center	10,000.00
MSU Charitable Trust 3410 Taft Blvd Wichita Falls, Texas 76308	Endowment	500,000 00
Montague County Child Welfare Board PO Box 343 Montague, TX 76251	House Repairs	5,000 00
Museum of North Texas History 720 Indiana Wichita Falls, TX 76301	Children's Exhibit	10,000 00
Natl Alliance on Mental Illness 909 8th Street, Suite 400 Wichita Falls, TX 76301	Operating Budget	3,000 00
New Horizons 147 Sayles Blvd Abilene, TX 79605	Therapeutic Treatment	7,500 00
North Texas Pantry PO Box 1962 Wichita Falls, TX 76307	Operating Budget	2,500 00
North Texas Rehab Center 1005 Midwestern Parkway East Wichita Falls, Texas 76302	Rehab Auction	5,000 00
Olney Community Library 807 W Hamilton Olney, TX 76374	Renovations	5,000 00
PETS Low Cost Spay & Neuter Clinic 500 Wichita St Wichita Falls, TX 76306	Capital Costs - Pledge	166,000 00
Peyton's Project 807 8th Street, 2nd Floor Wichita Falls, TX 76301	Spurs & Pearls Sponsor	2,250 00

<u>Name and Address</u>	<u>Purpose</u>	<u>Amount</u>
The Center (Pregnancy Help Center) P O Box 2364 Wichita Falls, TX 76307	Operating Budget	10,000 00
Presbyterian Children's Homes & Services 5920 W William Cannon Dr , Bldg. 3 - Suite 100 Austin, TX 78749	Foster Care - Wichita Falls	15,000 00
Project Back to School P O Box 9700 Wichita Falls, TX 76308	Operating Budget	2,500 00
Rathgeber Hospitality House 1615 Twelfth St Wichita Falls, TX 76301	Operating Budget	10,000.00
Red River Valley Museum 4600 College Drive Vernon, TX 76385	Operating Budget	2,500 00
River Bend Nature Center 2200 3rd Street Wichita Falls, Texas 76301	Matching Funds Annual Campaign	10,000 00 30,000 00
Texas Tech Athletics 2500 Broadway Lubbock, TX 79409	Baseball Diamond Club	5,000.00
United Regional Foundation 1600 Eleventh St Wichita Falls, Texas 76301	All-Star Softball Game Community Care Heart of a Woman	10,000 00 15,000 00 5,000 00
United Way, North Texas Area 1105 Holliday St Wichita Falls, Texas 76301	Programs	8,000 00
Whispers of Hope Horse Farm 3545 Parkhills Rd Wichita Falls, Texas 76310	Hay Operating Budget	1,000.00 5,000 00
Wichita Adult Literacy Council 4309 Jacksboro Hwy, Suite 105 Wichita Falls, TX 76302	Storage Containers	7,500.00
Wichita Falls Area Community Foundation 807 8th Street, Suite 750 Wichita Falls, Texas 76301	Texoma Gives	16,667 00
Wichita Falls Area Food Bank 1230 Midwestern Parkway Wichita Falls, TX 76302	Matching Grant	20,000 00
Wichita Falls Art Association 600 8th Street Wichita Falls, TX 76301	Art Battle	15,000 00

<u>Name and Address</u>	<u>Purpose</u>	<u>Amount</u>
Wichita Falls Ballet Theatre 1501 Midwestern Parkway, Suite 116 Wichita Falls, Texas 76302	Nutcracker Ball Operating Budget	5,000 00 6,000 00
Wichita Falls ISD 1104 Broad St Wichita Falls, TX 76301	Partners in Education	500 00
Wichita Falls YMCA 1010 Ninth Street Wichita Falls, Texas 76309	Operating Budget	2,000 00
Wichita Falls Symphony Orchestra 1300 Lamar Wichita Falls, Texas 76301	Operating Budget	15,000.00
Wichita Falls Youth Symphony 1300 Lamar Wichita Falls, Texas 76301	Rehearsal Coaches	4,100 00
Wichita West Volunteer Fire Dept 7622 Seymour Highway Wichita Falls, TX 76310	Brush Truck Fund	5,000 00
Wild Bird Rescue, Inc 4611 Lakeshore Dr Wichita Falls, Texas 76310	Food & Medical Supplies	1,000 00
Young Life 3406 Buchanan St Wichita Falls, TX 76308	Summer Camp	2,500 00
Total contributions		<u>\$ 1,270,887 00</u>

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



Schedule 7

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

THE FAIN FOUNDATION - TIN 75-6016679

Year 2019

<u>Officers and Directors - Part VIII</u>	<u>Title, and Average Hours Per Week Devoted to Position</u>	<u>Contributions to Employee Benefit Plans</u>	<u>Expense Account, Other Allowances</u>	<u>Compensation</u>
Martha Fain Wichita Falls, Texas	Pres , Treas & Director (1)	\$	\$	\$ 24,000 00
Mac W Cannedy, Jr Wichita Falls, Texas	Vice-Pres , Sec , & Director (1)			24,000 00
Dennis D Cannedy Wichita Falls, Texas	Director (1)			24,000 00
Ann Kelly Wichita Falls, Texas	Director (1)			24,000 00
John M Kelly Wichita Falls, Texas	Director (1)			24,000 00
		<u>\$</u>	<u>\$</u>	<u>\$ 120,000 00</u>

Foundation Managers - Part XV

Martha Fain  
Wichita Falls, Texas

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

(1) Time devoted to position - Nominal