

Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

2001

Department of the Treasury
 Internal Revenue Service

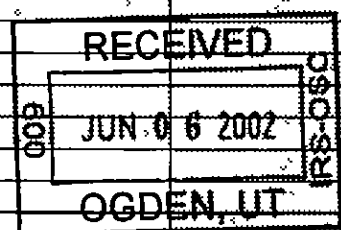
Note: The organization may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2001**, or tax year beginning _____, and ending _____

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label Otherwise, print or type See Specific Instructions	Name of organization THE GORDON AND MARY CAIN FOUNDATION Number and street (or P.O. box number if mail is not delivered to street address) Room/suite EIGHT GREENWAY PLAZA 702 City or town, state, and ZIP code HOUSTON, TX 77046	A Employer identification number 76-0251558 B Telephone number 713 960-9283
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		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 133,275,328. (Part I, column (d) must be on cash basis)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> 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 <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</i>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
2 Distributions from split-interest trusts				
3 Interest on savings and temporary cash investments	1,585,565.	1,585,565.		STATEMENT 2
4 Dividends and interest from securities	1,167,337.	1,167,337.		STATEMENT 3
5a Gross rents				
b (Net rental income or (loss))				
6a Net gain or (loss) from sale of assets not on line 10	<1,265,398.>			STATEMENT 1
b Gross sales price for all assets on line 6a	60,788,214.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total Add lines 1 through 11	1,487,504.	2,752,902.		
13 Compensation of officers, directors, trustees, etc.	60,000.	0.		60,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 4	3,796.	0.		3,796.
b Accounting fees				
c Other professional fees STMT 5	501,363.	501,363.		0.
17 Interest	1,982.	1,982.		0.
18 Taxes STMT 6	26,412.	0.		4,590.
19 Depreciation and depletion	388.	0.		
20 Occupancy	3,980.	0.		3,980.
21 Travel, conferences, and meetings	457.	0.		457.
22 Printing and publications	97.	0.		97.
23 Other expenses STMT 7	73,359.	67,363.		5,225.
24 Total operating and administrative expenses Add lines 13 through 23	671,834.	570,708.		78,145.
25 Contributions, gifts, grants paid	7,165,668.			7,165,668.
26 Total expenses and disbursements Add lines 24 and 25	7,837,502.	570,708.		7,243,813.
27 Subtract line 26 from line 12	<6,349,998.>			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative enter -0-)		2,182,194.		
c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	48,860.	358,297.	358,297.
	2 Savings and temporary cash investments	13,950,834.	27,491,490.	27,491,490.
	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 STMT 8	0.	10,950,436.	10,933,006.
	b Investments - corporate stock STMT 9	125,633,576.	92,705,152.	77,713,922.
	c Investments - corporate bonds STMT 10	0.	5,353,008.	5,391,274.
Liabilities	11 Investments - land, buildings, and equipment basis ▶	7,473.		
	Less accumulated depreciation ▶	6,583.	1,278.	890.
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	16,615,578.	12,850,475.	11,163,966.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	32,103.	222,483.	222,483.
	16 Total assets (to be completed by all filers)	156,282,229.	149,932,231.	133,275,328.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Organizations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	167,974,208.	166,708,810.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	<11,691,979.>	<16,776,579.>		
30 Total net assets or fund balances	156,282,229.	149,932,231.		
31 Total liabilities and net assets/fund balances	156,282,229.	149,932,231.		

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	156,282,229.
2 Enter amount from Part I, line 27a	2	<6,349,998.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	149,932,231.
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	149,932,231.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a STATEMENT 15		P	VARIOUS	VARIOUS
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 60,788,214.		61,701,515.	<913,301.>	
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			<913,301.>	
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	<913,301.>	
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 organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see 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))
2000	9,072,233.	144,086,621.	.0629637
1999	4,198,103.	131,414,546.	.0319455
1998	6,123,582.	118,787,119.	.0515509
1997	4,848,278.	95,001,149.	.0510339
1996	3,012,495.	57,075,799.	.0527806
2 Total of line 1, column (d)			2 .2502746
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .0500549
4 Enter the net value of noncharitable-use assets for 2001 from Part X, line 5			4 135,299,052.
5 Multiply line 4 by line 3			5 6,772,381.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 21,822.
7 Add lines 5 and 6			7 6,794,203.
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 7,243,813.

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 letter _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic organizations 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	21,822.
c	All other domestic organizations 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	21,822.
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	21,822.
6	Credits/Payments		
a	2001 estimated tax payments and 2000 overpayment credited to 2001	6a	52,103.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	52,103.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due . If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment . If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	30,281.
11	Enter the amount of line 10 to be credited to 2002 estimated tax <input type="checkbox"/> 30,281. Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the organization in connection with the activities		
1c		X
d	(1) On the organization <input type="checkbox"/> \$ 0. (2) On organization managers <input type="checkbox"/> \$ 0.	
e	Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers <input type="checkbox"/> \$ 0.	
2		X
If "Yes," attach a detailed description of the activities		
3		X
If "Yes," attach a conformed copy of the changes		
4a		X
4b	N/A	
5		X
If "Yes," attach the statement required by General Instruction T		
6	X	
7	X	
If "Yes," complete Part II, col (c), and Part XV		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> TEXAS	
8b	X	
9		X
10		X
If "Yes," attach a schedule listing their names and addresses		
11	X	
Web site address <input type="checkbox"/> N/A		
12	The books are in care of <input type="checkbox"/> JOHN SULLIVAN Telephone no <input type="checkbox"/> 713 960-9283	
	Located at <input type="checkbox"/> 8 GREENWAY PLAZA, #702, HOUSTON, TX ZIP+4 <input type="checkbox"/> 77046	
13	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 13 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

Table with columns for question descriptions, Yes/No checkboxes, and a grid for Yes/No answers. Includes questions 1a through 6b regarding disqualifying activities, taxes, and business holdings.

*Services provided at no cost to Foundation.
**Reasonable compensation per Statement 13

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		60,000.	0.	0.

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

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

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

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
US TRUST COMPANY 3 ESSEX SQUARE ESSEX, CT 06426	INVESTMENT ADVISOR	74,089.
CAMPBELL, COWPERTHWAIT 114 W. 47TH ST. NEW YORK, NY 10036	INVESTMENT ADVISOR	178,597.
THE NORTHERN TRUST 2701 KIRBY DR, HOUSTON, TEXAS 77098	INVESTMENT ADVISOR	102,544.

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	109,864,550.
b	Average of monthly cash balances	1b	27,414,968.
c	Fair market value of all other assets	1c	79,926.
d	Total (add lines 1a, b, and c)	1d	137,359,444.
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	137,359,444.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,060,392.
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	135,299,052.
6	Minimum investment return Enter 5% of line 5	6	6,764,953.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (i)(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	6,764,953.
2a	Tax on investment income for 2001 from Part VI, line 5	2a	21,822.
b	Income tax for 2001 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	21,822.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	6,743,131.
4a	Recoveries of amounts treated as qualifying distributions	4a	0.
b	Income distributions from section 4947(a)(2) trusts	4b	0.
c	Add lines 4a and 4b	4c	0.
5	Add lines 3 and 4c	5	6,743,131.
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	6,743,131.

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	7,243,813.
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	7,243,813.
5	Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	21,822.
6	Adjusted qualifying distributions Subtract line 5 from line 4	6	7,221,991.

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 2000	(c) 2000	(d) 2001
1 Distributable amount for 2001 from Part XI, line 7				6,743,131.
2 Undistributed income, if any, as of the end of 2000				
a Enter amount for 2000 only			0.	
b Total for prior years 19 __, 19 __, 19 __		0.		
3 Excess distributions carryover, if any, to 2001				
a From 1996				
b From 1997				
c From 1998				
d From 1999				
e From 2000	1,467,955.			
f Total of lines 3a through e	1,467,955.			
4 Qualifying distributions for 2001 from Part XII, line 4 ▶ \$ 7,243,813.				
a Applied to 2000, but not more than line 2a			0.	
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 2001 distributable amount				6,743,131.
e Remaining amount distributed out of corpus	500,682.			
5 Excess distributions carryover applied to 2001 (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	1,968,637.			
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 2000 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2001 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2002				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3)	0.			
8 Excess distributions carryover from 1996 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2002 Subtract lines 7 and 8 from line 6a	1,968,637.			
10 Analysis of line 9				
a Excess from 1997				
b Excess from 1998				
c Excess from 1999				
d Excess from 2000	1,467,955.			
e Excess from 2001	500,682.			

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 2001, enter the date of the ruling ▶

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

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

	Tax year		Prior 3 years		(e) Total
	(a) 2001	(b) 2000	(c) 1999	(d) 1998	
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(i)(3)(B)(i)					
b "Endowment" alternative test - Enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(i)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year-see page 26 of the 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))

SEE STATEMENT 14

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

a The name, address, and telephone number of the person to whom applications should be addressed
**JAMES D. WEAVER, 8 GREENWAY PLAZA, STE 702, HOUSTON, TX 77046
 (713) 960-9283**

b The form in which applications should be submitted and information and materials they should include
 SEE STATEMENT 19

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
 NONE

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 <i>Paid during the year</i> SEE STATEMENT 20				7,165,668.
Total ▶ 3a				7,165,668.
b <i>Approved for future payment</i> SEE STATEMENT 21				50,000.
Total ▶ 3b				50,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, Subtotal, and Total.

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

Table with 2 columns: Line No, Explain below how each activity for which income is reported in column (a) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes). The first row contains 'NOT APPLICABLE'.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting organization to a noncharitable exempt organization of (1) Cash (2) Other assets b Other Transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Under penalties of perjury I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge. Sign Here: Signature of officer or trustee, Preparer's signature, Firm's name (or yours if self-employed) address, and ZIP code.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER	DATE	(F) GAIN OR LOSS
				ACQUIRED	ACQUIRED	
STATEMENT 15				PURCHASED	VARIOUS	VARIOUS
	60,788,214.	62,053,612.	0.	0.		<1,265,398.>
CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						<1,265,398.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
CHASE BANK	141.
NORTHERN TRUST	642,683.
OCM HIGH YIELD LP	942,741.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,585,565.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN SACHS MM	432,894.	0.	432,894.
NORTHERN TRUST	559,783.	0.	559,783.
OCM HIGH YIELD L.P.	145,909.	0.	145,909.
VANGUARD INST. INDEX FUND	27,420.	0.	27,420.
VNSM MULTIMEDIA L.P.	1,331.	0.	1,331.
TOTAL TO FM 990-PF, PART I, LN 4	1,167,337.	0.	1,167,337.

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	3,796.	0.		3,796.	
TO FM 990-PF, PG 1, LN 16A	3,796.	0.		3,796.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	501,363.	501,363.		0.	
TO FORM 990-PF, PG 1, LN 16C	501,363.	501,363.		0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	4,590.	0.		4,590.	
EXCISE TAXES	21,822.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	26,412.	0.		4,590.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONTRACT SERVICES	713.	0.		713.	
DUES	167.	0.		167.	
OFFICE EXPENSE	3,732.	0.		3,732.	
TELEPHONE	613.	0.		613.	
PORTFOLIO DEDUCTIONS - PRTNRSHIPS	67,363.	67,363.		0.	

INSURANCE	771.	0.	0.
TO FORM 990-PF, PG 1, LN 23	73,359.	67,363.	5,225.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 16	X		10,950,436.	10,933,006.
TOTAL U.S. GOVERNMENT OBLIGATIONS			10,950,436.	10,933,006.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			10,950,436.	10,933,006.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 17	92,705,152.	77,713,922.
TOTAL TO FORM 990-PF, PART II, LINE 10B	92,705,152.	77,713,922.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT 18	5,353,008.	5,391,274.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,353,008.	5,391,274.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OCM HIGH YIELD L.P.	12,850,475.	11,163,966.
VNSM MULTIMEDIA FUND L.P.	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13	12,850,475.	11,163,966.

FORM 990-PF	OTHER ASSETS	STATEMENT 12
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PREPAID EXCISE TAX	30,281.	30,281.
VNSM MULTIMEDIA FUND ESCROW	143,448.	143,448.
ACCRUED INTEREST PURCHASED		
CARRYFORWARD	48,754.	48,754.
TOTAL TO FORM 990-PF, PART II, LINE 15	222,483.	222,483.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GORDON A. CAIN 8 GREENWAY PLAZA STE 702 HOUSTON, TX 77046	COB & CEO 8	0.	0.	0.
JAMES D. WEAVER 8 GREENWAY PLAZA STE 702 HOUSTON, TX 77046	PRESIDENT 24	60,000.	0.	0.
WILLIAM C. OEHMIG 8 GREENWAY PLAZA STE 702 HOUSTON, TX 77046	TREAS/SEC 0	0.	0.	0.
MARY H. CAIN 8 GREENWAY PLAZA STE 702 HOUSTON, TX 77046	VICE PRES 2	0.	0.	0.
MARGARET W. OEHMIG 8 GREENWAY PLAZA STE 702 HOUSTON, TX 77046	VICE PRES 2	0.	0.	0.
SHARYN A. WEAVER 8 GREENWAY PLAZA STE 702 HOUSTON, TX 77046	VICE PRES 2	0.	0.	0.
JOHN SULLIVAN 8 GREENWAY PLAZA STE 702 HOUSTON, TX 77046	ASST SEC/TRS 8	0.	0.	0.
WILLIAM A. MCMINN 8 GREENWAY PLAZA STE 702 HOUSTON, TX 77046	VICE PRES 0	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		60,000.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 14

NAME OF MANAGER

GORDON A. CAIN
MARY H. CAIN

STATEMENT 15 - PART IV - CAPITAL GAINS AND LOSSES

(a) Description of Property	(b)		(d) Date Sold	(e) Sales Price	(g) Cost or Other Basis	(h) Gain (Loss)
	P-Purchase D-Donation	(c) Date Acquired				
VNSM Growth/Income - See Detail	P	Various	Various	1,819,974	2,006,766	(186,792)
Campbell Cowperthwaite - See Detail	P	Various	Various	25,981,236	24,172,892	1,808,344
Cypress Management - See Detail	P	Various	Various	1,213,210	1,051,231	161,979
Westcap Investors - See Detail	P	Various	Various	11,260,006	10,183,161	1,076,845
Northern Trust - See Detail	P	Various	Various	5,467,781	5,456,590	11,191
US Trust - See Detail	P	Various	Various	4,473,104	5,072,386	(599,282)
US Trust Diversified Value - See Detail	P	Various	Various	1,702,333	2,237,983	(535,650)
US Trust Fixed Income - See Detail	P	Various	Various	7,957	7,757	200
21,768 US Airways Group, Inc	P	Various	9/26/01	96,864	0	96,864
21,000 US Airways Group, Inc	P	Various	11/20/01	114,446	0	114,446
The Jaguar Fund N V	P	Various	Various	1,152,373	969,991	182,382
65,585 Hologic, Inc	P	Various	Various	456,615	445,322	11,293
21,636 Imperial Bancorp	P	Various	1/19/01	564,086	153,106	410,980
85,949 69 Vanguard Inst Index Fund	P	Various	Various	10,307,087	9,944,330	362,757
Litigation Proceeds	P	Various	Various	560	0	560
VNSM Multimedia Fund, LP K-1	P	Various	Various	(3,104,811)	0	(3,104,811)
VNSM Multimedia Fund, LP - 100% disp	P	Various	Various	21,751	0	21,751
OCM High Yield LP K-1	P	Various	Various	(746,358)	0	(746,358)
Total Gain/(Loss)				60,788,214	61,701,515	(913,301)

STATEMENT 16 - PART II, LINE 10a - GOVERNMENT OBLIGATIONS

<u>#Shares</u>	<u>Description</u>	<u>Book Value</u>	<u>Market Value</u>
200,000	FHLB 5 125 01-13-2003	201,590	205,864
225,000	FNMA MTN 6 23 07-18-2002	230,580	229,640
3,000,000	FNMA 30 YR PASS-THROUGHS 6 5 30 YEARS	2,977,969	3,000,000
1,969,445	FNMA POOL # 0253789 6 5 DUE 04-01-2008 REG	1,919,902	2,008,710
1,997,679	FNMA POOL # 0253892 5 5 DUE 07-01-2031 REG	1,947,425	1,902,589
1,994,364	FNMA POOL # 0611313 5 5 DUE 10-01-2031 REG	1,944,193	1,899,432
1,500,000	US TREAS NTS INFLTN IND 3 375 DUE01-15-2007 REG	1,728,778	1,686,771
		<u>10,950,436</u>	<u>10,933,006</u>

STATEMENT 17 - PART II, LINE 10b - CORPORATE STOCK

<u>#Shares</u>	<u>Description</u>	<u>Book Value</u>	<u>Market Value</u>
5,200	TYCO INTL LTD NEW COM	258,535	306,280
8,000	TYCO INTL LTD NEW COM	296,286	471,200
15,000	NOVA CHEMICALS CORP COM	301,101	289,050
7,700	TRANSOCEAN SEDCO FOREX INC COM	374,451	260,414
5,200	ADR NOKIA CORP SPONSORED ADR	125,276	127,556
13,000	ADR NOKIA CORP SPONSORED ADR	360,360	318,890
7,700	ADR ELAN PLC ADR REPSTG SHS	284,044	346,962
1,500	ROYAL DUTCH PETRO N Y	79,168	73,530
5,900	ADR SHELL TRANS & TRADING PLC NY SH NEW	213,467	244,555
11,000	ADR VODAFONE GROUP PLC	402,320	282,480
10,000	#REORG AMERN HOME PRODUCTS-WYETH	574,877	613,600
2,500	#REORG AMERN HOME PRODUCTS-WYETH	129,434	153,400
20,000	ADELPHIA COMMUNICATIONS CORP CL A	604,911	623,600
65,000	AGERE SYS INC CL A	372,486	369,850
10,900	ALBERTSON S INC COM	310,356	343,241
5,400	AMER EXPRESS CO COM	199,495	192,726
6,849	AMER INTL GROUP INC COM	317,418	543,811
4,637	AMER INTL GROUP INC COM	214,397	368,178
10,000	AMERISOURCEBERGEN CORP COM	572,791	635,500
4,700	AMGEN INC COM	58,897	265,268
2,000	ANADARKO PETRO CORP COM	118,535	113,700
4,000	ANALOG DEVICES INC COM	50,120	177,560
7,300	ANALOG DEVICES INC COM	450,820	324,047
4,650	AOL TIME WARNER INC COM	204,399	149,265
8,500	AOL TIME WARNER INC COM	304,637	272,850
5,100	AOL TIME WARNER INC COM	65,494	163,710
10,000	AOL TIME WARNER INC COM	47,026	321,000
1,400	APPLIED MATERIALS INC COM	109,239	56,140
3,600	APPLIED MATERIALS INC COM	166,362	144,360
4,100	AT&T WIRELESS SVCS INC COM	124,875	58,917
16,934	AT&T WIRELESS SVCS INC COM	656,630	243,342
15,000	AVON PROD INC COM	615,278	697,500
4,400	BANK N Y CO INC COM	180,181	179,520
4,300	BAXTER INTL INC COM	141,814	230,609
9,600	BELLSOUTH CORP COM STK	365,296	366,240
50	BERKSHIRE HATHAWAY INC CL B COM	110,761	126,250
20,000	BLACK & DECKER CORP COM	737,367	754,600
2,000	BRISTOL MYERS SQUIBB CO COM	104,004	102,000
12,000	BRISTOL MYERS SQUIBB CO COM	631,538	612,000
2,500	BURL RES INC COM	110,311	93,850
15,000	CENTEX CORP COM	489,459	856,350
25,000	CHARTER COMMUNICATIONS INC DEL CL A	447,358	410,750
1,750	CHEVRONTEXACO CORP COM	133,712	156,818
8,000	CISCO SYS INC COM	208,125	144,880
14,700	CISCO SYS INC COM	334,309	266,217
5,500	CISCO SYS INC COM	98,430	99,605

STATEMENT 17 - PART II, LINE 10b - CORPORATE STOCK

#Shares	Description	Book Value	Market Value
10,400	CITIGROUP INC COM	302,378	524,992
12,001	CITIGROUP INC COM	547,618	605,810
8,500	CITIGROUP INC COM	151,696	429,080
10,400	CITIGROUP INC COM	309,387	524,992
3,000	COCA COLA CO COM	189,984	141,450
5,500	COCA COLA CO COM	361,445	259,325
4,000	COCA COLA CO COM	256,740	188,600
7,000	COMPUTER SCI CORP COM	247,213	342,860
17,000	CONOCO INC COM NEW COM	435,235	481,100
14,800	CORNING INC COM	391,316	132,016
3,300	DANAHER CORP COM	190,048	199,023
12,000	DEAN FOODS CO NEW COM	588,403	818,400
5,600	DEERE & CO COM	208,425	244,496
9,200	DELL COMPUTER CORP COM	409,750	250,056
8,100	DELL COMPUTER CORP COM	202,248	220,158
3,500	DELL COMPUTER CORP COM	89,964	95,130
4,000	DISNEY WALT CO DISNEY COM COM	115,651	82,880
9,300	DISNEY WALT CO DISNEY COM COM	303,927	192,696
13,000	DUKE ENERGY CORP COM STK	463,312	510,380
3,000	EL PASO CORP COM	186,463	133,830
1,900	ELECTR DATA SYS CORP NEW COM	82,164	130,245
1,500	ELECTR DATA SYS CORP NEW COM	112,287	102,825
3,900	ELI LILLY & CO COM	331,195	306,306
1,700	EMC CORP COM	111,488	22,848
13,600	EMC CORP COM	271,111	182,784
10,000	EXXON MOBIL CORP COM	392,351	393,000
2,500	EXXON MOBIL CORP COM	102,862	98,250
4,000	EXXON MOBIL CORP COM	163,348	157,200
5,000	FHLMC VTG COM	295,704	327,000
3,600	FNMA COM STK	67,038	286,200
1,800	FNMA COM STK	66,750	143,100
25,000	FORD MTR CO DEL COM PAR \$0 01	612,786	393,000
20,000	GA PAC CORP	573,690	552,200
3,300	GEN DYNAMICS CORP COM	271,330	262,812
700	GEN DYNAMICS CORP COM	57,505	55,748
14,000	GEN ELEC CO COM	487,676	561,120
6,000	GEN ELEC CO COM	180,272	240,480
10,500	GEN ELEC CO COM	344,622	420,840
40,000	GEN MTRS CORP CL H NEW	862,822	618,000
5,600	GENENTECH INC COM STK	381,210	303,800
6,300	GILLETTE CO COM	348,453	210,420
18,000	GOODRICH CORPORATION	673,401	479,160
25,000	HARRIS CORP COM	724,289	762,750
5,200	HCA INC COM	199,128	200,408
16,000	HLTH MGMT ASSOC INC NEW CL A COM	202,239	294,400
7,600	HOME DEPOT INC COM	310,998	387,676

STATEMENT 17 - PART II, LINE 10b - CORPORATE STOCK

<u>#Shares</u>	<u>Description</u>	<u>Book Value</u>	<u>Market Value</u>
4,850	HOME DEPOT INC COM	225,096	247,399
6,000	HONEYWELL INTL INC COM STK	218,731	202,920
1,500	HONEYWELL INTL INC COM STK	54,495	50,730
20,000	IMS HLTH INC COM STK	407,844	390,200
11,000	INTEL CORP CAP	368,844	345,950
4,200	INTEL CORP CAP	118,563	132,090
2,500	INTERPUBLIC GROUP COMPANIES INC COM	87,028	73,850
5,000	INTL BUSINESS MACHS CORP COM	524,428	604,800
2,000	INTL BUSINESS MACHS CORP COM	127,815	241,920
1,700	INTL BUSINESS MACHS CORP COM	151,564	205,632
16,000	J P MORGAN CHASE & CO COM	701,748	581,600
6,600	J P MORGAN CHASE & CO COM	337,961	239,910
1,500	J P MORGAN CHASE & CO COM	59,239	54,525
6,200	JOHNSON & JOHNSON COM	273,172	366,420
3,700	JOHNSON & JOHNSON COM	160,830	218,670
5,086	JOHNSON & JOHNSON COM	146,026	300,583
5,000	KOHL'S CORP COM	183,569	352,200
2,600	KRAFT FOODS INC CL A	88,491	88,478
5,600	LEHMAN BROS HLDGS INC COM	149,093	374,080
2,000,000	LEXICON GENETICS INC COMMON STOCK	40,375,000	23,080,000
50,000	LIBERTY MEDIA CORP NEW COM SER A	856,701	700,000
1,500	LINEAR TECH CORP DEL	44,625	58,560
4,300	MARSH & MC LENNAN CO'S INC	467,042	462,035
750	MARSH & MC LENNAN CO'S INC	80,529	80,588
3,200	MEDTRONIC INC COM	152,143	163,872
2,800	MELLON FINL CORP COM	103,092	105,336
13,000	MELLON FINL CORP COM	532,467	489,060
2,200	MERCK & CO INC COM	141,900	129,360
1,500	MERRILL LYNCH & CO INC COM	58,060	78,180
5,000	MERRILL LYNCH & CO INC COM	222,362	260,600
21,654	MFO JAGUAR NV CL AA	0	183,841
7,900	MICROSOFT CORP COM	615,881	523,375
1,900	MICROSOFT CORP COM	167,878	125,875
2,200	MICROSOFT CORP COM	130,987	145,750
4,600	MOLEX INC CL A	104,839	124,430
12,000	MORGAN STANLEY DEAN WITTER & CO COM	816,030	671,280
3,400	MORGAN STANLEY DEAN WITTER & CO COM	49,710	190,196
5,500	MORGAN STANLEY DEAN WITTER & CO COM	315,749	307,670
10,400	NATIONWIDE FINL SVCS INC CL A COM	391,540	431,184
50,000	NEXTEL COMMUNICATIONS INC CL A COM STK	829,263	548,000
20,000	NOBLE AFFILIATES INC COM	781,932	705,800
1,600	NORTHROP GRUMMAN CORP COM NORTHROP	112,069	161,296
30,000	OCEAN ENERGY INC DELAWARE	471,774	576,000
8,400	ORACLE CORP COM	284,711	116,004
3,900	PEPSICO INC COM	147,177	189,891
5,750	PEPSICO INC COM	189,880	279,968

STATEMENT 17 - PART II, LINE 10b - CORPORATE STOCK

#Shares	Description	Book Value	Market Value
10,600	PFIZER INC COM	370,525	422,410
8,500	PFIZER INC COM	155,928	338,725
11,350	PFIZER INC COM	352,937	452,298
11,000	PNC FINANCIAL SERVICES GROUP COM STK	649,677	618,200
10,000	PPG IND INC COM	440,196	517,200
2,200	PROCTER & GAMBLE CO COM	127,606	174,086
5,000	PROCTER & GAMBLE CO COM	370,652	395,650
14,000	PUB SERVICE ENTERPRISE GROUP INC COM	601,057	590,660
2,700	RAYTHEON CO COM NEW	91,649	87,669
1,500	RAYTHEON CO COM NEW	49,065	48,705
9,700	SBC COMMUNICATIONS INC COM	473,160	379,949
2,000	SBC COMMUNICATIONS INC COM	88,702	78,340
5,500	SCHERING-PLOUGH CORP COM	241,628	196,955
13,800	SCHWAB CHARLES CORP COM NEW	280,486	213,486
2,600	ST STR CORP COM	97,375	135,850
10,000	STILWELL FINL INC COM	419,666	272,200
20,000	STILWELL FINL INC COM	700,864	544,400
2,000	SUN MICROSYSTEMS INC COM	57,725	24,600
7,000	TARGET CORP COM	255,150	287,350
4,700	TARGET CORP COM	109,039	192,935
15,000	TJX COS INC COM NEW	306,974	597,900
16,000	TX INSTRS INC COM	801,843	448,000
3,600	TX INSTRS INC COM	93,170	100,800
7,700	TX INSTRS INC COM	60,269	215,600
12,000	UN PAC CORP COM	569,026	684,000
35,000	UNISYS CORP COM	423,571	438,900
1,800	UNITED PARCEL SVC INC CL B	97,494	98,100
11,000	UNIVISION COMMUNICATIONS INC CL A	430,860	445,060
35,000	UTD RENTALS INC COM	667,490	794,500
3,700	VERITAS SOFTWARE CORP COM	254,645	165,871
1,600	VERIZON COMMUNICATIONS COM	79,224	75,936
4,300	VIACOM COM CL B	71,694	189,845
35,000	VISHAY INTERTECHNOLOGY INC COM	784,681	682,500
2,300	WAL-MART STORES INC COM	111,198	132,365
5,000	WAL-MART STORES INC COM	213,119	287,750
5,500	WAL-MART STORES INC COM	71,170	316,525
3,600	WASTE MGMT INC DEL COM STK	108,442	114,876
40,000	XEROX CORP COM	333,841	416,800
3,700	XILINX INC COM	35,247	144,485
15,000	ZALE CORP NEW COM STK	509,043	628,200
22,000	ADR NEWS CORP LTD SPNSRD ADR	687,123	582,120
		<u>92,705,152</u>	<u>77,713,922</u>

STATEMENT 18 - PART II, LINE 10C - CORPORATE BONDS

<u>#Shares</u>	<u>Description</u>	<u>Book Value</u>	<u>Market Value</u>
150,000	SONY CORP 6 125 BD DUE 03-04-2003	153,264	154,625
125,000	LEHMAN BROS HLDGS INC 6 25 BD DUE 04-01-2003	127,479	129,624
125,000	AMER GEN FIN CORP 6 2 NT DUE 03-15-2003	127,930	129,014
150,000	AMERN HOME PRODS CORP NT 5 875 DUE 03-15-2004	152,663	154,929
100,000	ASSOC CORP N AMER ASSOC 5 75 DUE 11-01-2003	101,450	103,952
100,000	ASSOC CORP N AMER NT DTD 02/09/1999 5 5 DUE 02-15-2004	100,140	103,443
150,000	ATLC RICHFIELD CO NT 5 55 DUE 04-15-2003/04-23-1999	153,005	153,638
125,000	BEAR STEARNS COS INC 6 125 DUE 02-01-2003 REG	127,546	128,115
125,000	BELLSOUTH TELECOMM INC DUE 06-15-2012/06-15-2002	126,893	126,195
100,000	CAMPBELL SOUP CO 6 15 DUE 12-01-2002 REG	101,644	102,697
100,000	CIT GROUP INC MEDTERM SR NTS 5 57 DUE 12-08-2003	101,264	102,702
150,000	DAIMLER CHRYSLER N AMER HLDG 7 75 DUE 05-27-2003	156,438	155,826
700,000	DAIMLER CHRYSLER N AMER HLDG NT DTD05/15/2001 6 4	691,474	700,287
125,000	DISNEY WALT CO 5 125 DUE 12-15-03	125,038	127,479
100,000	DOW CAP B V 7 125 DUE 01-15-2003 REG	103,131	103,292
700,000	FORD MTR CR CO GLOBAL LANDMARK 6 875 DUE 02-01-2006	688,884	702,121
150,000	FORD MTR CR CO NT DTD 02/23/1999 5 75 DUE 02-23-2004	150,096	150,155
150,000	GAP INC 5 625 DUE 05-01-2003 BEO	150,822	132,000
100,000	GEN ELEC CC MTN 5 375 DUE 04-23-2004	101,133	103,576
150,000	GMAC GLOBAL NT DTD 11/09/1998 5 75 DUE 11-10-2003	151,677	152,355
100,000	HERTZ CORP 6 DUE 01-15-2003 REG	101,000	100,837
100,000	INTL LEASE FIN DTD 07/20/2001 5 125 DUE 08-01-2004	100,067	100,777
125,000	M LYNCH & CO INC 6 0 BD DUE 02-12-2003	127,378	128,514
150,000	MORGAN STANLEY 6 125 DUE 10-01-2003	153,467	156,482
100,000	NEWELL RUBBERMAID 00031 5 7	100,976	102,933
100,000	NORWEST CORP MED TERM SR NTS 5 75 DUE 02-01-2003	101,472	102,796
100,000	SEARS ROEBUCK ACCEP CORP 6 9 DUE 08-01-2003 REG	103,123	104,089
150,000	TOYOTA MTR CR CORP NT 5 625 DUE 11-13-2003	152,334	155,973
500,000	U S W CAP FDG INC 6 375 CO GUARNT DUE 07-15-2008	470,285	466,950
100,000	WAL-MART STORES DTD 03/01/1993 6 375 DUE 03-01-2003	102,970	104,164
150,000	WORLDCOM INC GA NT 6 4 DUE 08-15-2005	147,968	151,737
		<u>5,353,008</u>	<u>5,391,274</u>

STATEMENT 19 - PART XV, LINE 2b - MINIMUM CRITERIA FOR PROPOSAL OF
APPLICATION FOR A GRANT

- 1 STATEMENT OF PURPOSE OF ORGANIZATION
- 2 BUDGET WITH BALANCE SHEET, FUND BALANCE, DISTRIBUTION OF FUNDS, AUDITED STATEMENT, AND NUMBER OF EMPLOYEES
- 3 LATEST COPY OF INTERNAL REVENUE SERVICE TAX-EXEMPT STATUS LETTER 501(c)(3)
- 4 CURRENT PROJECTS INTERESTED IN FUNDING WITH AMOUNTS NEEDED FOR ENTIRE PROJECT, AND AMOUNT OF GRANT YOU ARE ASKING FOR, COMMUNITY NEED FOR THIS PROJECT, WITH A BREAKDOWN OF PROPOSED EXPENSES SUCH AS SALARIES, CONSTRUCTION, OPERATING EXPENSES, ETC
- 5 METHOD OF EVALUATING THE IMPACT OF SUCCESS OF YOUR PROJECT
- 6 ANY BROCHURES OR PRINTED MATERIAL AVAILABLE WHICH MORE FULLY DESCRIBES THE CLIENTS YOU SERVE
- 7 IS THIS A PROPOSAL FOR SEED MONEY FOR AN AREA OF NEW INTEREST IN THE COMMUNITY? IF SO, PLEASE STATE WHY YOU THINK IT HAS NOT BEEN FUNDED BEFORE AND WHY YOU FEEL LIKE YOUR ORGANIZATION WILL MAKE A DIFFERENCE PLEASE BE SPECIFIC AS TO HOW YOUR PROGRAM WILL BE STABLE ENOUGH TO SURVIVE SEND A PROPOSED BUDGET AND QUALIFICATIONS OF EMPLOYEES, PAID AND VOLUNTEER

STATEMENT 20 - PART XV, CONTRIBUTIONS PAID

<u>Recipient</u>	<u>Address</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Baylor School	Williams Island Ferry Rd Chattanooga, TN 37401	501c(3)	Scholarships	\$78,000 00
Good Samaritan Foundation	5615 Kirby Dr , Suite 308 Houston, TX 77005	501c(3)	Scholarships	\$125,000 00
Houston Chronicle's Goodfellow Program	P O Box 4260 Houston, TX 77210	501c(3)	General Funds	\$2,500 00
UT MD Anderson Cancer Center	1515 Holcombe Blvd Houston, TX 77030	501c(3)	Metastasis Research	\$500,000 00
Lake Wales Care Center	140 E Park Avenue Lake Wales, FL 33853	501c(3)	Capital Campaign	\$10,000 00
Blue Bird Circle	615 W Alabama Houston, TX 77006	501c(3)	General Funds	\$500 00
Manhattan Institute for Public Policy Research	52 Vanderbilt Avenue New York, NY 10017	501c(3)	General Funds	\$1,000 00
Prevent Blindness	3211 West Dallas Houston, TX 77019	501c(3)	General Funds	\$5,000 00
Citizens for a Sound Economy Foundation	1250 H Street, NW, Suite 700 Washington, DC 20005	501c(3)	General Funds	\$100,000 00
Episcopal High School	Mission 200 Plus 4650 Bissonnet Bellaire, TX 77401-3001	501c(3)	Capital Campaign	\$100,000 00
Houston Annenberg Challenge	First City Tower 1001 Fannin, Suite 2210 Houston, TX 77002	501c(3)	General Funds	\$100,000 00
St Martin's Episcopal Church	717 Sage Road Houston, TX 77056-2199	501c(3)	Capital Campaign	\$100,000 00
Lake Wales Arts Council Arts Center	P O Box 608 Lake Wales, FL 33859	501c(3)	General Funds	\$5,000 00
Baylor College of Medicine	One Baylor Plaza Houston, TX 77030-3498	501c(3)	Baylor Methodist Heart Ctr	\$200,000 00
Citizens for a Sound Economy Foundation	1250 H Street, NW, Suite 700 Washington, DC 20005	501c(3)	General Funds	\$100,000 00
Latin America Mission	Apdo 100-2350 San Jose, Costa Rica	501c(3)	General Funds	\$10,000 00
Trees For Houston	P O Box 13096 Houston, TX 77219-3096	501c(3)	General Funds	\$5,000 00
Young Audiences of Houston	2515 West Main, Suite 500 Houston, TX 77098	501c(3)	General Funds	\$5,000 00
Houston Public Television	4343 Elgin Houston, TX 77004	501c(3)	Educational Ventures Fund	\$5,000 00

STATEMENT 20 - PART XV, CONTRIBUTIONS PAID

Recipient	Address	Status	Purpose of Grant	Amount
Houston Museum of Natural Science	1 Hermann Circle Dr Houston, TX 77030	501c(3)	Visitor Services Program	\$120,000 00
Houston CEO Foundation	952 Echo Lane, Ste 350 Houston, TX 77124	501c(3)	Matching Grant	\$25,000 00
George Mason University	3301 North Fairfax Drive Arlington, VA 22201	501c(3)	Scholarships	\$24,000 00
Casa de Esperanza	P O Box 666581 Houston, TX 77266-6581	501c(3)	General Funds	\$10,000 00
Boys and Girls Harbor	710 N Post Oak, Ste 555 Houston, TX 77001-0848	501c(3)	General Funds	\$6,000 00
The Hospice at the Texas Medical Center	1905 Holcombe Blvd Houston, TX 77030	501c(3)	General Funds	\$5,000 00
Houston Young Artist's Concert	14119 Heatherfield Houston, TX 77079	501c(3)	General Funds	\$2,000 00
I Have A Dream - Houston	2515 W Main, Suite 501 Houston, TX 77099-3252	501c(3)	General Funds	\$20,000 00
Planned Parenthood of Houston	3601 Fannin Houston, TX 77004-3009	501c(3)	General Funds	\$10,000 00
Boys and Girls Country	18806 Roberts Road Hockley, TX 77447	501c(3)	General Funds	\$15,000 00
Illuminations - Theatre with the Deaf	1475 West Gray Houston, TX 77019	501c(3)	Matching Grant	\$5,000 00
Citizens for a Sound Economy Foundation	1250 H Street, NW, Suite 700 Washington, DC 20005	501c(3)	General Funds	\$100,000 00
Citizens for a Sound Economy Foundation	1250 H Street, NW, Suite 700 Washington, DC 20005	501c(3)	General Funds	\$100,000 00
Lees-McRae College	P O Box 128 Banner Elk, NC 28604	501c(3)	Scholarships	\$75,000 00
Alexis De Tocqueville Society/United Way	P O Box 924507 Houston, TX 77292	501c(3)	General Funds	\$25,000 00
McNeese State University	P O Box 91860 Lake Charles, LA 70609	501c(3)	Scholarships	\$20,000 00
Friends of Hospice	1905 Holcombe Blvd Houston, TX 77030	501c(3)	General Funds	\$500 00
Citizens for a Sound Economy Foundation	1250 H Street, NW, Suite 700 Washington, DC 20005	501c(3)	General Funds	\$100,000 00
Linville Foundation Scholarship Fund	Eseeola Lodge P O Box 99 Linville, NC 28646	501c(3)	Scholarship Fund	\$180,000 00
Harvard Business School	690 Soldiers Field Rd Boston, MA 02163-9922	501c(3)	General Funds	\$5,000 00

STATEMENT 20 - PART XV, CONTRIBUTIONS PAID

Recipient	Address	Status	Purpose of Grant	Amount
Grandfather Mountain Highlanders	1648 Midbrook Drive Rock Hill, SC 29732	501c(3)	General Funds	\$500 00
Free Enterprise Institute	9525 Katy Freeway, Suite 303 Houston, TX 77024-1415	501c(3)	Teachers Seminars	\$25,000 00
Chapel By The Lake	P O Box 368 Linville, NC 28646	501c(3)	General Funds	\$1,000 00
Armand Bayou Nature Center	8500 Bay Area Blvd P O Box 58828 Houston, TX 77258	501c(3)	General Funds	\$25,000 00
Taping For The Blind, Inc	3935 Essex Lane Houston, TX 77027	501c(3)	General Funds	\$5,000 00
Center for Hearing and Speech	3636 West Dallas Houston, TX 77019	501c(3)	General Funds	\$2,500 00
University of St Thomas	3800 Montrose Blvd Houston, TX 77006-4696	501c(3)	Scholarships	\$10,000 00
Texas Heart Institute	P O Box 20345 Houston, TX 77225-0345	501c(3)	Building campaign	\$100,000 00
Houston Baptist University	7502 Fondren Road Houston, TX 77074-3298	501c(3)	General Funds	\$100,000 00
UT at Austin - Waggoner Center	P O Box T Austin, AK 78713-8920	501c(3)	General Funds	\$13,000 00
Westview School	1900 Kersten Drive Houston, TX 77043-3125	501c(3)	Scholarships	\$15,000 00
Free Enterprise Institute	9525 Katy Freeway, Suite 303 Houston, TX 77024-1415	501c(3)	General Funds	\$50,000 00
Kinkaid School	201 Kinkaid School Dr Houston, TX 77024	501c(3)	Building Campaign	\$166,668 00
Neuhaus Education Center	4433 Bissonnet Bellaire, TX 77401-3233	501c(3)	Teaching Scholarships	\$10,500 00
Texas Aviation Hall of Fame	2002 Terminal Drive Galveston, TX 77554	501c(3)	Capital Campaign	\$25,000 00
Louisiana State University Foundation	6400 Perkins Road Baton Rouge, LA 70808	501c(3)	Prostate Cancer Research	\$350,000 00
Hoover Institution	Stanford University Stanford, CA 94305-6010	501c(3)	General Funds	\$5,000 00
Theatre Under The Stars	2600 SW Frwy , Ste 600 Houston, TX 77098	501c(3)	General Funds	\$100,000 00
Living Stones Christian School	1407 Victory Lane Alvin, TX 77511	501c(3)	General Funds	\$10,000 00
Avery High Smooth Dancers	P O Box 1300 Newland, NC 28657	501c(3)	Project - Trip Austrian Alps	\$5,000 00

STATEMENT 20 - PART XV, CONTRIBUTIONS PAID

<u>Recipient</u>	<u>Address</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Texas Children's Hospital	1919 S Braeswood Houston, TX 77230-0630	501c(3)	Capital Campaign	\$500,000 00
Doctor's Services Foundation	5808 Airline Drive Houston, TX 77076	501c(3)	General Funds	\$5,000 00
The Museum of Printing History	1324 West Clay Houston, TX 77019	501c(3)	General Funds	\$25,000 00
Houston Women In Technology	4550 Post Oak Place, Suite 310 Houston, TX 77027	501c(3)	Girl's Education Project	\$5,000 00
Palmer Drug Abuse Program	840 Gessner, Suite 1400 Houston, TX 77024	501c(3)	General Funds	\$10,000 00
National Center for Policy Analysis	12655 N Central Expy , Suite 720 Dallas, TX 75243-1739	501c(3)	General Funds	\$400,000 00
First Born Church	2248 Lilly Street Lake Wales, FL 33853	501c(3)	General Funds	\$1,000 00
U S Term Limits Foundation	73 Spring St ,Ste 507 New York, NY 10012	501c(3)	General Funds	\$100,000 00
Lake Wales Retirement Center	P O Box 1260 Lake Wales, FL 33859	501c(3)	General Funds	\$100,000 00
Ducks Unlimited, Inc	193 Business Park Drive, Suite E Ridgeland, MS 39157	501c(3)	Texas CARE Program	\$25,000 00
Salvation Army	1500 Austin Houston, TX 77002	501c(3)	Project - Asbestos Removal	\$25,000 00
Houston Youth Symphony and Ballet	2400 Augusta, Suite 300 Houston, TX 77057	501c(3)	Scholarships	\$3,000 00
Communities In Schools	2150 W 18th Street, Suite 100 Houston, TX 77008	501c(3)	General Funds	\$20,000 00
Houston Ballet	1921 West Bell Houston, TX 77219-0487	501c(3)	General Funds	\$15,000 00
Open Door Mission Foundation	5803 Harrisburg Houston, TX 77011	501c(3)	General Funds	\$100,000 00
Southwest Health Technology Foundation	1111 Bagby, Suite 2330 Houston, TX 77002	501c(3)	Matching Grant	\$100,000 00
United Negro College Fund, Inc	1235 N Loop West, Suite 1010 Houston, TX 77008-4707	501c(3)	General Funds	\$10,000 00
St Martin's Episcopal Church	717 Sage Road Houston, TX 77056	501c(3)	Habitat for Humanity houses	\$100,000 00
YMCA of Greater Houston	1600 Louisiana Houston, TX 77002	501c(3)	General Funds	\$100,000 00

STATEMENT 20 - PART XV, CONTRIBUTIONS PAID

Recipient	Address	Status	Purpose of Grant	Amount
Nature Conservancy	One University Place, #290 4705 University Drive Durham, NC 27707	501c(3)	General Funds	\$300,000 00
ORBIS International	2990 Richmond #304 Houston, TX 77098	501c(3)	Gala 2001	\$10,000 00
Rice University	Houston, TX 77251	501c(3)	General Funds	\$500,000 00
Louisiana State University Foundation	838 West Lake Shore Drive Baton Rouge, LA 70808	501c(3)	Education Fellowship	\$375,000 00
Museum of Health & Medical Science	1515 Hermann Drive Houston, TX 77004	501c(3)	General Funds	\$50,000 00
Houston Audubon Society	440 Wilchester Houston, TX 77079	501c(3)	Shorebird Sanctuary	\$10,000 00
Texas State History Museum Foundation	P O Box 1892 Houston, TX 77251-1892	501c(3)	Gala	\$5,000 00
Baylor College of Medicine	1 Baylor Plaza, #171-A Houston, TX 77030	501c(3)	Fundraiser - Huffington Center	\$10,000 00
Woodrow Wilson center	10000 Memorial Drive, Suite 920 Houston, TX 77024	501c(3)	General Funds	\$10,000 00
UHD	One Main Street Houston, TX 77002-1014	501c(3)	Scholarships	\$390,000 00
Free Enterprise Institute	9525 Katy Frwy, #303 Houston, TX 77024-1415	501c(3)	Teachers Seminars	\$25,000 00
Northwood University	2600 North Military Trail W Palm Beach, FL 33409	501c(3)	Scholarship Fund	\$10,000 00
The Gathering Place	711 Louisiana, Ste 3300 Houston, TX 77002-2734	501c(3)	General Funds	\$5,000 00
Alley Theatre	615 Texas Avenue Houston, TX 77002	501c(3)	General Funds	\$2,500 00
Asia Society	4605 Post Oak Place, Suite 205 Houston, TX 77027	501c(3)	General Funds	\$5,000 00
TX A&M University Health Science Center	2121 W Holcombe Blvd Houston, TX 77030	501c(3)	Capital Campaign	\$250,000 00
Capital Research Center	1513 16th Street Northwest Washington, DC 20036	501c(3)	General Funds	\$1,000 00
Special Olympics Texas	4140 Directors Row, Suite B Houston, TX 77092	501c(3)	General Funds	\$10,000 00
Amigos de las Americas	5618 Star Lane Houston,, TX 77057	501c(3)	General Funds	\$10,000 00

STATEMENT 20 - PART XV, CONTRIBUTIONS PAID

<u>Recipient</u>	<u>Address</u>	<u>Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Emmaus House	999 Peachtree Street N E 21st Floor Atlanta, GA 30309-3996	501c(3)	Endowment	\$1,000 00
St John the Divine Church	2450 River Oaks Blvd Houston, TX 77019-5898	501c(3)	General Funds	\$7,500 00
Hoover Institution	Stanford University Stanford, CA 94305-6010	501c(3)	General Funds	\$5,000 00
Fellowship of Christian Athletes	P O Box 132491 Spring, TX 77393	501c(3)	General Funds	\$5,000 00
Ducks Unlimited, Inc	193 Business Park Dr, Suite E Ridgeland, MS 39157	501c(3)	General Funds	\$10,000 00
Bo's Place	5501 Austin Street Houston, TX 77277	501c(3)	General Funds	\$5,000 00
Boys and Girls Harbor	710 N Post Oak, #555 Houston, TX 77001-0848	501c(3)	Genral Funds	\$6,000 00
Camp For All	10500 NW Frwy, Ste 145 Houston, TX 77092	501c(3)	General Funds	\$10,000 00
George Mason University	3301 North Fairfax Drive Arlington, VA 22201-4498	501c(3)	General Funds	\$10,000 00
Council On Alcohol	303 Jackson Hill Houston, TX 77007	501c(3)	General Funds	\$25,000 00
Chemical Heritage Foundation	315 Chestnut Street Philadelphia, PA 19106	501c(3)	General Funds	\$60,000 00
Citizens Against Government Waste	1301 Connecticut Ave , NW Suite #400 Washington, DC 20036	501c(3)	General Funds	\$50,000 00
Chemical Heritage Foundation	315 Chestnut Street Philadelphia, PA 19106	501c(3)	General Funds	\$20,000 00
Law & Organizational Economics Center	Chapman University One University Drive Orange, CA 92866	501c(3)	Education	\$10,000 00
				\$7,165,668 00

STATEMENT 21 - PART XV, CONTRIBUTIONS APPROVED DURING THE YEAR FOR FUTURE PAYMENT

<u>Grantee Name</u>	<u>Grantee Address</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
The Museum of Printing History	1324 West Clay Houston, TX 77019	501c(3)	General Funds	50,000

The Northern Trust Company
 50 South LaSalle Street, Chicago, Illinois 60675
 (312) 630-6000

345860-02004

PAGE 1

ACCOUNT NO 26-56626
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION
 VNSM - GROWTH & INCOME

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHORT TERM CAPITAL GAINS AND LOSSES					
MORTEL NETWORKS CORP NEW COM					
SHARES:	SOLD 04-05-01	63,234 97	269,742 40	206,507 43-	
	ACQUIRED 05-17-88				
MCDATA CORP CL A					
SHARES	SOLD 09-11-01	13 07	23 25	10 18-	
	ACQUIRED 12-19-00				
MCDATA CORP CL A					
SHARES	SOLD 09-25-01	586 85	2,229 15	1,642 30-	
	ACQUIRED 12-19-00				
SHARES	SOLD 09-25-01	79 05	245 01	165,96-	
	ACQUIRED 12-20-00				
SUB-TOTAL					
TOTAL SHORT TERM CAPITAL GAIN/LOSS-					
		63,913 94	272,239 81	208,325 87-	
LONG TERM CAPITAL GAINS AND LOSSES					
AMERICAN INTERNATIONAL GROUP, INC					

ACCOUNT NO 26-56626
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION
 VNSM - GROWTH & INCOME

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
COMMON STOCK, \$2 50 PAR	SOLD 01-17-01 ACQUIRED 02-24-99	246,806 12	180,956.13	65,849.99	0.00
AMERICAN INTERNATIONAL GROUP, INC COMMON STOCK, \$2 50 PAR	SOLD 01-18-01 ACQUIRED 02-24-99	8,499 96	6,239.87	2,260 09	0 00
STATE STR CORP COM	SOLD 01-18-01 ACQUIRED 07-19-99	21,322 22	14,980.84	6,341 38	0 00
MEDTRONIC, INC, COMMON STOCK, \$ 10 PAR	SOLD 01-31-01 ACQUIRED 01-14-00	107,603.01	88,873.00	18,730.01	0 00
SHARES, ADR BP P L C FORMERLY BP AMOCO P L C TO 05/ SPONSORED ADR BP PLC	SOLD 01-31-01 ACQUIRED 01-19-00	32,280 90	27,062 64	5,218 26	0 00
SHARES	SOLD 05-16-01 ACQUIRED 02-08-00	126,998 72	115,114.32	11,884 40	0.00
AOL TIME WARNER INC COM					

ACCOUNT NO 26-56626
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION
 VNSM - GROWTH & INCOME

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	05-16-01 SOLD 02-24-99 ACQUIRED	62,207 36	52,748 00	9,459 36	0 00
TEXAS INSTRS INC COM	06-20-01 SOLD 02-24-99 ACQUIRED	74,224 27	64,701 56	9,522 71	0 00
TEXAS INSTRS INC COM	06-21-01 SOLD 02-24-99 ACQUIRED	14,858.55	12,940 31	1,918 24	0 00
BAXTER INTL INC COMMON STOCK	07-05-01 SOLD 07-21-99 ACQUIRED	63,389 65	41,133 95	22,255 70	0 00
JOHNSON & JOHNSON COMMON STOCK \$1 PAR	07-05-01 SOLD 02-24-99 ACQUIRED	167,133 81	143,442 75	23,691 06	0 00
WORLD COM INC GA NEW MCI GROUP COM	08-01-01 SOLD 02-11-00 ACQUIRED	1,257.56	4,768.55	3,510.99-	0 00

ACCOUNT NO 26-56626
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION
 VNSM - GROWTH & INCOME

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	08-01-01 SOLD	1,676 74	5,339 88	3,663 14-	0 00
WORLD COM INC/WORLDCO	06-14-00 ACQUIRED				
SHARES	08-01-01 SOLD	35,443 70	117,816 25	82,372 55-	0 00
SHARES	02-11-00 ACQUIRED				
SHARES	08-01-01 SOLD	47,258 26	131,932 12	84,673 86-	0 00
UNITED TECHNOLOGIES CORP COM	06-14-00 ACQUIRED				
SHARES	09-26-01 SOLD	26,820 00	37,180 50	10,360 50-	0 00
HOME DEPOT INC , COMMON STOCK, \$ 05 PAR	02-24-99 ACQUIRED				
SHARES	09-27-01 SOLD	57,247 52	64,864 00	7,616 48-	0 00
UNITED TECHNOLOGIES CORP COM	02-24-99 ACQUIRED				
SHARES	09-27-01 SOLD	79,048 50	111,541 50	32,493 00-	0 00
UNITED TECHNOLOGIES CORP COM	02-24-99 ACQUIRED				

ACCOUNT NO 26-56626
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION
 VNSM - GROWTH & INCOME

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DATE SOLD/ ACQUIRED SALES PROCEEDS COST BASIS GAIN/LOSS 28% RATE GAIN/LOSS

SHARES 800 00 SOLD 09-28-01 36,375 66 49,574 00 13,198 34- 0 00

FNMA COM STOCK

SHARES 300 00 SOLD 11-13-01 25,187 43 5,545 87 19,641 56 0 00

HEWLETT-PACKARD CO , COMMON STOCK, \$1 PAR

SHARES 4,400 00 SOLD 11-14-01 95,839 79 125,220 64 29,380.85- 0 00

MERCK & CO INC , COMMON STOCK, \$ 02 7/9 PAR

SHARES 4,000 00 SOLD 11-20-01 256,664 23 296,140 00 39,475 77- 0 00

SUB-TOTAL

TOTAL LONG TERM CAPITAL GAIN/LOSS- 1,756,060 15 1,734,526 68 21,533 47 0 00

END OF SALES SCHEDULE

ACCOUNT NO 26-56626
 EMPLOYER I/D NO 76-0251558

THE CAIN FOUNDATION
 VNSM - GROWTH & INCOME

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

*** SUMMARY REPORT ***

SHORT TERM GAINS AND LOSSES

SHORT TERM GAINS AND LOSSES 208,325 87-

TOTAL SHORT TERM CAPITAL GAINS AND LOSSES 208,325 87-

LONG TERM GAINS AND LOSSES

NET LONG TERM CAPITAL GAINS AND LOSSES - 20 % 21,533 47

NET LONG TERM CAPITAL GAINS AND LOSSES - 28 % 0 00

SUB TOTAL LONG TERM GAINS AND LOSSES 21,533 47

TOTAL LONG TERM CAPITAL GAINS AND LOSSES 21,533 47

RE

ACCOUNT NO 26-56859
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION - CAMPBELL
 COMPERTHWAITTE

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
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NORTEL NETWORKS CORP NEW COM

SHARES	SOLD 02-21-01	212,333 46	901,369 36	689,035 90-
SHARES	ACQUIRED 08-15-00			

BEA SYS INC COM

SHARES	SOLD 03-29-01	9,674 67	31,836 04	22,161 37-
SHARES	ACQUIRED 11-02-00			

VERISIGN INC COM

SHARES	SOLD 03-29-01	23,317 97	111,909 21	88,591,24-
SHARES	ACQUIRED 08-04-00			

AES CORP COMMON STOCK

SHARES	SOLD 07-18-01	291,510 26	401,312 80	109,802 54-
SHARES	ACQUIRED 03-30-01			

APPLERA CORP - APPLIED BIOSYSTEMS GROUP

SHARES	SOLD 07-18-01	27,614 80	84,078 50	56,463 70-
SHARES	ACQUIRED 01-11-01			

BEA SYS INC COM

ACCOUNT NO 26-56859
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION - CAMPBELL
 COMPERTHWAITE

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES, BROCADE COMMUNICATIONS SYS INC COM ISIN #US116211087	SOLD 07-18-01 ACQUIRED 11-02-00	104,696 51	397,950 50	293,253 99-
CVS CORP COM STK	SHARES	95,696 81	362,665 65	266,968,84-
ENRON CORP COM	SHARES	359,897 98	491,715 90	131,817,92-
GENENTECH INC COM STK	SHARES	440,355 30	697,512 60	257,157 30-
JDS UNIPHASE CORP COM ISIN US46612J1016	SHARES	98,928 37	69,372 50	20,444 13-
	SHARES	97,856 73	106,300 00	8,443 27-
	SHARES	166,000 59	270,639 77	104,639 18-

ACCOUNT NO 26-56859
 EMPLOYER I/D NO. 76-0251558

THE GAIN FOUNDATION - CAMPBELL
 COMPERHWAITE

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
RE. THE GAIN FOUNDATION - CAMPBELL COMPERHWAITE				
MORGAN STANLEY DEAN WITTER & CO COM NEW ISIN #6174664486	SOLD 07-18-01 ACQUIRED 01-11-01	210,832 97	991,000 50	780,167 53-
SHARES				
21,000 00				
ADR NOKIA CORP SPONSORED ADR	SOLD 07-18-01 ACQUIRED 04-04-01	607,774 31	478,695 00	129,079 31
SHARES				
10,500 00				
SUN MICROSYSTEMS INC, COMMON STOCK, \$.00067 PAR	SOLD 07-18-01 ACQUIRED 01-11-01	9,673 44	23,378 74	13,705 30-
SHARES				
569 38				
VERISIGN INC COM	SOLD 07-18-01 ACQUIRED 01-11-01	47,663 69	104,550 00	56,886.31-
SHARES				
3,400 00				
CLEAR CHANNEL COMMUNICATIONS INC COM	SOLD 07-18-01 ACQUIRED 08-04-00	248,491 71	799,351 50	550,859 79-
SHARES				
5,000 00				
TEXAS INSTRS INC COM	SOLD 07-18-01 ACQUIRED 01-11-01	116,323 52	117,620 00	1,296 48-
SHARES				
2,000 00				

ACCOUNT NO 26-56859
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THE GAIN FOUNDATION - CAMPBELL
 COMPERTHWAITTE

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES:	SOLD 07-18-01	65,033 61	104,239 35	39,205.74-	
	ACQUIRED 01-11-01				
SUB-TOTAL					
		3,402,309 40	6,814,044 72	3,411,735 32-	
TOTAL SHORT TERM CAPITAL GAIN/LOSS-					
EMC CORP COM					
SHARES	SOLD 01-11-01	57,450 08	4,990.25	52,459 83	0 00
	ACQUIRED 08-01-97				
SHARES.	SOLD 01-11-01	344,700 50	30,391 50	314,309.00	0 00
	ACQUIRED 08-04-97				
SHARES	SOLD 01-11-01	344,700 50	31,254 00	313,446 50	0 00
	ACQUIRED 08-06-97				
SHARES	SOLD 01-11-01	344,700 49	30,841 50	313,858.99	0.00
	ACQUIRED 08-14-97				

LONG TERM CAPITAL GAINS AND LOSSES

ACCOUNT NO 26-56859
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RE THE GAIN FOUNDATION - CAMPBELL
 COMPERTHWAITTE

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	01-11-01 SOLD	272,887 90	29,017 75	243,870 15	0 00
AOL TIME WARNER INC COM	09-24-97 ACQUIRED				
SHARES:	01-11-01 SOLD	707,826 37	65,475 00	642,351 37	0 00
MCDATA CORP CL A					
SHARES:	02-21-01 SOLD	830 48	164 36	666 12	0 00
SHARES:	02-21-01 SOLD	6,760 90	1,385 78	5,375 12	0 00
SHARES	10-09-97 ACQUIRED				
SHARES	02-21-01 SOLD	3,380 45	622 40	2,758 05	0 00
SHARES	10-17-97 ACQUIRED				
SHARES	02-21-01 SOLD	2,704 26	535 15	2,169 11	0 00
SHARES	10-23-97 ACQUIRED				
SHARES	02-21-01 SOLD	2,028 32	368 51	1,659 81	0 00
SHARES	10-28-97 ACQUIRED				
SHARES	02-21-01 SOLD	5,408 54	982 10	4,426 44	0 00
SHARES	12-31-97 ACQUIRED				

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THE GAIN FOUNDATION - CAMPBELL
 COMPERTHWAITTE

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	02-21-01 SOLD	3,380 45	2,255 86	1,124 59	0 00
SHARES	02-21-01 ACQUIRED	3,380 45	2,255 86	1,124 59	0 00
SHARES	02-21-01 SOLD	3,380 45	2,157 31	1,223 14	0 00
SHARES	03-03-99 ACQUIRED	3,380 45	2,157 31	1,223 14	0 00
CITIGROUP INC COM					
SHARES	03-14-01 SOLD	230,687 54	135,835 53	94,852 01	0 00
SHARES	03-14-01 ACQUIRED	230,687 54	135,835 53	94,852 01	0 00
SHARES	03-14-01 SOLD	62,915 04	37,323 12	25,591 92	0 00
SHARES	08-04-97 ACQUIRED	62,915 04	37,323 12	25,591 92	0 00
SHARES	03-14-01 SOLD	62,915 03	37,911 59	25,003 44	0 00
SHARES	08-14-97 ACQUIRED	62,915 03	37,911 59	25,003 44	0 00
SHARES	03-14-01 SOLD	62,915 03	37,548 13	25,366 90	0 00
SHARES	03-14-01 ACQUIRED	62,915 03	37,548 13	25,366 90	0 00
SHARES	03-14-01 SOLD	34,952 19	21,580 85	13,371 34	0.00
SHARES	10-09-97 ACQUIRED	34,952 19	21,580 85	13,371 34	0.00
AMERICAN INTERNATIONAL GROUP, INC COMMON STOCK, \$2 50 PAR					
SHARES	03-14-01 SOLD	303,334 88	144,063 50	159,271 38	0 00
SHARES	08-01-97 ACQUIRED	303,334 88	144,063 50	159,271 38	0 00

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RE: THE GAIN FOUNDATION - CAMPBELL
 COMPERTHWAITTE

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES ·	SOLD 03-14-01 ACQUIRED 08-04-97	86,667 11	41,011 00	45,656 11	0 00
SHARES ·	SOLD 03-14-01 ACQUIRED 08-06-97	86,667 11	40,686 00	45,981 11	0 00
SHARES ·	SOLD 03-14-01 ACQUIRED 08-14-97	39,481 68	18,272.79	21,208 89	0 00
SHARES ·	SOLD 03-14-01 ACQUIRED 08-01-97	279,644 72	31,267 67	248,377 05	0.00
SHARES ·	SOLD 03-14-01 ACQUIRED 08-04-97	32,664 85	3,819 02	28,845 83	0 00
HARLEY DAVIDSON INC COM SHARES	SOLD 03-14-01 ACQUIRED 08-01-97	157,598 73	54,673 50	102,925 23	0 00
HOME DEPOT INC , COMMON STOCK, \$.05 PAR	SOLD 03-14-01 ACQUIRED 08-01-97	329,908 98	131,406 67	198,502 31	0 00
INTEL CORP CAPITAL STOCK \$.001 PAR	SOLD 03-14-01 ACQUIRED 08-01-97	8,000 00			

ACCOUNT NO 26-56859
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THE GAIN FOUNDATION - CAMPBELL
 COMPERTHWAITTE

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 03-14-01 ACQUIRED 08-01-97	203,843 20	168,637 50	35,205 70	0 00
SHARES	SOLD 03-14-01 ACQUIRED 08-04-97	56,623 11	48,187 50	8,435 61	0 00
SHARES	SOLD 03-14-01 ACQUIRED 08-06-97	56,623 11	50,531 25	6,091 86	0 00
SHARES	SOLD 03-14-01 ACQUIRED 08-14-97	56,623 12	48,125 00	8,498 12	0 00
SHARES	SOLD 03-14-01 ACQUIRED 09-24-97	56,623 11	49,093 75	7,529 36	0 00
SHARES	SOLD 03-14-01 ACQUIRED 10-09-97	90,596.97	76,050.00	14,546 97	0 00
SHARES	SOLD 03-14-01 ACQUIRED 10-17-97	67,947 74	49,425 00	18,522 74	0.00
SHARES	SOLD 03-14-01 ACQUIRED 10-23-97	45,298 49	33,175 80	12,123 49	0.00
SHARES	SOLD 03-14-01 ACQUIRED 10-28-97	45,298 49	30,950 00	14,348 49	0 00
SHARES	SOLD 03-14-01 ACQUIRED 03-12-98	84,934 67	57,421 88	27,512 79	0 00

MEDTRONIC, INC, COMMON STOCK,
 \$ 10 PAR

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FEDERAL SCHEDULE OF GAINS AND LOSSES
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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	03-14-01 SOLD	287,606 40	141,444 00	146,162 40	0 00
SHARES	03-14-01 SOLD	71,901 60	35,979.76	35,921 84	0 00
SHARES	03-14-01 SOLD	71,901 60	36,561 00	35,340 60	0 00
SHARES	03-14-01 SOLD	89,877 00	46,715 00	43,162 00	0 00
SHARES	03-14-01 SOLD	107,852 40	58,458 00	49,394.40	0 00
SHARES	03-14-01 SOLD	44,938 50	24,013 75	20,924 75	0.00
MICROSOFT CORP COM					
SHARES	03-14-01 SOLD	252,291 58	169,800 00	82,491 58	0 00
SHARES	03-14-01 SOLD	63,072 90	42,562 50	20,510 40	0 00
SHARES	03-14-01 SOLD	10,512 15	7,193 75	3,318 40	0 00
OMNICON GROUP INC , COMMON STOCK \$ 50 PAR					

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RE THE GAIN FOUNDATION - CAMPBELL
 COMPETITWAITE

FEDERAL SCHEDULE OF GAINS AND LOSSES
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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 03-14-01 ACQUIRED 02-01-00	139,293 35	162,667 90	23,374 55-	0 00
PFIZER INC , COMMON STOCK, \$ 11 1/9 PAR					
SHARES	SOLD 03-14-01 ACQUIRED 08-01-97	116,816.10	58,652.50	58,163 60	0 00
EMC CORP COM					
SHARES	SOLD 03-29-01 ACQUIRED 09-24-97	30,338 99	7,469 02	22,869 97	0 00
SHARES	SOLD 03-29-01 ACQUIRED 10-09-97	60,677 97	15,472 93	45,205.04	0 00
MICROSOFT CORP COM					
SHARES	SOLD 03-29-01 ACQUIRED 08-06-97	44,898 50	28,775 00	16,123 50	0 00
SCHWAB CHARLES CORP COMMON STOCK NEW					
SHARES	SOLD 04-04-01 ACQUIRED 08-06-97	72,087 59	36,422 00	35,665 59	0 00
SHARES	SOLD 04-04-01 ACQUIRED 08-14-97	90,109 48	43,027 50	47,081.98	0 00

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THE CAIN FOUNDATION - CAMPBELL
 COMPERTHWAITTE

FEDERAL SCHEDULE OF GAINS AND LOSSES
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 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	04-04-01 SOLD	48,058 39	28,372 00	19,686 39	0 00
SHARES	09-24-97 ACQUIRED				
SHARES	04-04-01 SOLD	90,109 49	54,416 25	35,693 24	0 00
SHARES	10-09-97 ACQUIRED				
SHARES	04-04-01 SOLD	48,058 39	28,172 00	19,886 39	0 00
SHARES	10-17-97 ACQUIRED				
SHARES	04-04-01 SOLD	42,051 09	25,000 50	17,050 59	0 00
SHARES	10-23-97 ACQUIRED				
SHARES	04-04-01 SOLD	90,109 48	49,980.00	40,129 48	0.00
SHARES	04-04-01 SOLD	80,097 33	147,827 60	67,730 27-	0.00
SHARES	03-03-99 ACQUIRED				
AOL TIME WARNER INC COM					
SHARES	05-30-01 SOLD	215,142 37	19,430 56	195,711 81	0 00
SHARES	08-04-97 ACQUIRED				
SHARES	05-30-01 SOLD	189,151 33	17,331.74	171,819 59	0 00
SHARES	08-06-97 ACQUIRED				
INTEL CORP CAPITAL STOCK \$ 001 PAR					

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THE GAIN FOUNDATION - CAMPBELL
 COMPERITHWAITE

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	05-30-01 SOLD 03-12-98 ACQUIRED	26,642 61	19,140 62	7,501 99	0 00
SHARES	05-30-01 SOLD 05-07-98 ACQUIRED	53,285 22	40,531 25	12,753 97	0 00
SHARES	05-30-01 SOLD 02-12-99 ACQUIRED	239,783 51	284,343 75	44,560 24-	0 00
MICROSOFT CORP COM					
SHARES	05-30-01 SOLD 08-06-97 ACQUIRED	13,807 54	7,193 75	6,613 79	0 00
SHARES	05-30-01 SOLD 08-14-97 ACQUIRED	110,460 31	54,225 00	56,235.31	0 00
SHARES	05-30-01 SOLD 09-24-97 ACQUIRED	82,845 24	40,612 50	42,232 74	0.00
CITIGROUP INC COM					
SHARES	07-18-01 SOLD 10-09-97 ACQUIRED	53,817 78	30,213 81	23,603 97	0 00
SHARES	07-18-01 SOLD 10-17-97 ACQUIRED	46,129 38	25,759 01	20,370 37	0 00

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THE GAIN FOUNDATION - CAMPBELL
 COMPETITWAITE

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	07-18-01 SOLD	46,129.39	25,735.93	20,393.46	0.00
SHARES	10-23-97 ACQUIRED	46,129.38	22,493.61	23,635.77	0.00
SHARES	07-18-01 SOLD	161,452.34	87,679.87	73,772.47	0.00
SHARES	07-18-01 SOLD	69,194.07	48,861.86	20,332.21	0.00
SHARES	07-18-01 SOLD	461,292.34	241,113.71	220,178.63	0.00
SHARES	07-18-01 SOLD	322,904.68	191,378.54	131,526.14	0.00
SHARES	07-18-01 SOLD	92,257.27	62,602.27	29,655.00	0.00
APPLERA CORP - APPLIED BIOSYSTEMS GROUP					
SHARES	07-18-01 SOLD	200,834.88	858,308.00	657,473.12	0.00
SHARES	07-18-01 SOLD	8,000.00			
AOL TIME WARNER INC COM					

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THE GAIN FOUNDATION - CAMPBELL
 COMPERTHWAITTE

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 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 07-18-01 ACQUIRED 08-06-97	60,713 26	6,256 11	54,457 15	0 00
SHARES	SOLD 07-18-01 ACQUIRED 08-14-97	228,911 33	21,498 56	207,412 77	0 00
SHARES	SOLD 07-18-01 ACQUIRED 09-24-97	286,139 15	30,305 60	255,833 55	0 00
SHARES	SOLD 07-18-01 ACQUIRED 10-09-97	286,139 16	33,713 13	252,426 03	0 00
SHARES	SOLD 07-18-01 ACQUIRED 10-17-97	171,682 60	19,780 07	151,902 53	0 00
CISCO SYS INC COMMON STOCK					
SHARES	SOLD 07-18-01 ACQUIRED 08-01-97	64,439 01	33,672 22	30,766 79	0 00
SHARES	SOLD 07-18-01 ACQUIRED 08-04-97	91,571 23	49,012 50	42,558 73	0 00
SHARES	SOLD 07-18-01 ACQUIRED 08-06-97	91,571 23	48,112 50	43,458 73	0 00
SHARES	SOLD 07-18-01 ACQUIRED 08-14-97	106,833 09	53,506 25	53,326 84	0 00

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RE. THE GAIN FOUNDATION - CAMPBELL
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 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES:	SOLD 07-18-01 ACQUIRED 09-24-97	106,833 10	52,806 25	54,026 85	0 00
SHARES:	SOLD 07-18-01 ACQUIRED 10-09-97	137,356 84	74,418.75	62,938 09	0 00
SHARES:	SOLD 07-18-01 ACQUIRED 10-17-97	76,309 36	39,906 25	36,403 11	0 00
SHARES:	SOLD 07-18-01 ACQUIRED 10-23-97	61,047 48	33,175 00	27,872 48	0 00
SHARES	SOLD 07-18-01 ACQUIRED 10-28-97	61,047 48	30,600 00	30,447.48	0 00
SHARES	SOLD 07-18-01 ACQUIRED 02-12-99	84,788 18	124,843 75	40,055 57-	0.00
SHARES:	SOLD 07-18-01 ACQUIRED 03-03-99	67,830 54	95,875 00	28,044.46-	0 00
EMC CORP COM SHARES	SOLD 07-18-01 ACQUIRED 10-09-97	110,636 30	46,418 79	64,217.51	0 00
SHARES	SOLD 07-18-01 ACQUIRED 10-17-97	73,757 53	27,797 60	45,959 93	0 00

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 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 07-18-01 ACQUIRED 10-23-97	59,006 03	23,900 85	35,105 18	0 00
SHARES	SOLD 07-18-01 ACQUIRED 10-28-97	44,254 52	16,458.49	27,796 03	0 00
SHARES	SOLD 07-18-01 ACQUIRED 12-31-97	118,012 05	43,862.70	74,149 35	0 00
SHARES	SOLD 07-18-01 ACQUIRED 02-12-99	73,757 54	100,751 64	26,994 10-	0 00
SHARES	SOLD 07-18-01 ACQUIRED 03-03-99	73,757 53	96,350 19	22,592 66-	0 00
GEMENTECH INC COM STK					
SHARES	SOLD 07-18-01 ACQUIRED 03-23-00	429,172 25	900,706 91	471,534 66-	0 00
HARLEY DAVIDSON INC COM					
SHARES	SOLD 07-18-01 ACQUIRED 08-01-97	57,022.43	14,668 50	42,353 93	0 00
SHARES	SOLD 07-18-01 ACQUIRED 08-04-97	82,941 71	21,486 00	61,455 71	0 00

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES: 1,600 00	SOLD 07-18-01 ACQUIRED 08-06-97	82,941.71	21,586.00	61,355 71	0 00
SHARES: 1,600 00	SOLD 07-18-01 ACQUIRED 08-14-97	82,941 71	21,586 00	61,355 71	0 00
SHARES 1,600 00	SOLD 07-18-01 ACQUIRED 09-24-97	82,941 71	23,061 00	59,880 71	0.00
SHARES. 2,000 00	SOLD 07-18-01 ACQUIRED 10-09-97	103,677 14	30,277 50	73,399 64	0 00
SHARES 1,000 00	SOLD 07-18-01 ACQUIRED 10-17-97	51,838 57	14,138 75	37,699 82	0 00
SHARES 800 00	SOLD 07-18-01 ACQUIRED 10-23-97	41,470 85	11,411 00	30,059 85	0 00
SHARES 4,600 00	SOLD 07-18-01 ACQUIRED 02-12-99	238,457 42	118,898 50	119,558 92	0 00
SHARES 3,000 00	SOLD 07-18-01 ACQUIRED 03-03-99	155,515 72	84,105 00	71,410 72	0 00
SHARES 400 00	SOLD 07-18-01 ACQUIRED 08-01-97	19,430 59	6,570 33	12,860 26	0 00

HOME DEPOT INC, COMMON STOCK,
 \$ 05 PAR

ACCOUNT NO. 26-56859
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RE THE GAIN FOUNDATION - CAMPBELL
 COMPERTHWAITE

FEDERAL SCHEDULE OF GAINS AND LOSSES
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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 07-18-01 ACQUIRED 08-04-97	116,583 55	39,722 00	76,861 55	0 00
SHARES	SOLD 07-18-01 ACQUIRED 08-06-97	116,583 55	40,072 00	76,511 55	0 00
SHARES	SOLD 07-18-01 ACQUIRED 08-14-97	116,583 55	39,272 00	77,311 55	0 00
SHARES	SOLD 07-18-01 ACQUIRED 09-24-97	102,010 60	37,513 00	64,497 60	0 00
SHARES	SOLD 07-18-01 ACQUIRED 10-09-97	160,302 38	59,086 50	101,215 88	0 00
SHARES	SOLD 07-18-01 ACQUIRED 10-17-97	72,864 72	27,232 50	45,632 22	0 00
SHARES	SOLD 07-18-01 ACQUIRED 10-23-97	58,291 77	22,161 00	36,130 77	0 00
SHARES	SOLD 07-18-01 ACQUIRED 02-12-99	291,458 87	225,780 00	65,678 87	0 00
SHARES	SOLD 07-18-01 ACQUIRED 03-03-99	233,167 10	193,424 00	39,743 10	0 00
SHARES	SOLD 07-18-01 ACQUIRED 05-21-99	145,729 44	116,515 00	29,214 44	0 00

INTEL CORP CAPITAL STOCK \$ 001 PAR

ACCOUNT NO 26-56859
 EMPLOYER I/D NO 76-0251558

RE THE GAIN FOUNDATION - CAMPBELL
 COMPERTHWAITE

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	07-18-01 SOLD	144,045 20	157,968 75	13,923 55-	0 00
SHARES	07-18-01 SOLD	230,472 31	224,625.00	5,847 31	0 00
JDS UNIPHASE CORP COM ISIN US96612J1016	07-18-01 SOLD	80,317 32	683,984 00	603,666 68-	0 00
SHARES	07-18-01 SOLD	40,158 66	432,000.00	391,841.34-	0 00
MEDTRONIC, INC, COMMON STOCK, # 10 PAR	07-18-01 SOLD	9,344 79	4,802 75	4,542 04	0 00
SHARES	07-18-01 SOLD	46,723 94	23,670 00	23,053.94	0 00
SHARES	07-18-01 SOLD	28,034 36	12,833 25	15,201.11	0 00
SHARES	07-18-01 SOLD	56,068 73	30,567 00	25,501 73	0 00

ACCOUNT NO 26-56859
 EMPLOYER I/D NO 76-0251558

RE THE GAIN FOUNDATION - CAMPBELL
 COMPERTHWAITTE

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 07-18-01 ACQUIRED 07-21-98	93,447.88	64,945 00	28,502 88	0 00
SHARES	SOLD 07-18-01 ACQUIRED 02-12-99	373,791 52	333,693 60	40,097 92	0 00
SHARES	SOLD 07-18-01 ACQUIRED 03-03-99	280,343 64	207,185 10	73,158 54	0.00
SHARES	SOLD 07-18-01 ACQUIRED 05-21-99	373,791 53	272,280 00	101,511 53	0 00
MICROSOFT CORP COM					
SHARES	SOLD 07-18-01 ACQUIRED 09-24-97	28,247.06	13,537 50	14,709 56	0 00
SHARES	SOLD 07-18-01 ACQUIRED 10-09-97	141,235 29	69,343 75	71,891 54	0 00
SHARES	SOLD 07-18-01 ACQUIRED 10-17-97	84,741 18	39,318 75	45,422 43	0 00
SHARES	SOLD 07-18-01 ACQUIRED 10-23-97	56,494 11	26,975 00	29,519.11	0 00
SHARES	SOLD 07-18-01 ACQUIRED 02-12-99	254,223 53	284,850 00	30,626 47-	0 00

ACCOUNT NO 26-56859
 EMPLOYER I/D NO. 76-0251558

RE THE GAIN FOUNDATION - CAMPBELL
 COMPERTHWAITE

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	07-18-01 SOLD	141,235 29	150,062 50	8,827 21-	0 00
ADR NOKIA CORP SPONSORED ADR	07-18-01 SOLD	309,549 14	313,577 26	4,028.12-	0 00
SHARES	07-18-01 SOLD	38,693 60	41,035 04	2,341 44-	0 00
SHARES	07-18-01 SOLD	46,432 29	60,230 28	13,797.99-	0 00
PFIZER INC., COMMON STOCK, \$ 11 1/9 PAR	07-18-01 SOLD	242,780 69	117,305 00	125,475 69	0.00
SHARES	07-18-01 SOLD	109,251 32	52,224 75	57,026 57	0.00
SHARES	07-18-01 SOLD	109,251 31	52,618 50	56,632 81	0 00
SHARES	07-18-01 SOLD	109,251 31	49,131 00	60,120 31	0 00

ACCOUNT NO 26-56859
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION - CAMPBELL
 COMPERTHWAITTE

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 07-18-01 ACQUIRED 09-24-97	97,112 28	50,272 00	46,840.28	0 00
SHARES	SOLD 07-18-01 ACQUIRED 10-09-97	121,390 34	65,277 50	56,112 84	0 00
SHARES	SOLD 07-18-01 ACQUIRED 10-23-97	48,556 14	28,661 00	19,895 14	0 00
SHARES	SOLD 07-18-01 ACQUIRED 02-12-99	376,310 08	402,154 32	25,844 24-	0 00
SHARES	SOLD 07-18-01 ACQUIRED 03-03-99	121,390 35	132,632 50	11,242 15-	0 00
SHARES	SOLD 07-18-01 ACQUIRED 05-21-99	182,085.52	165,855 00	16,230 52	0 00
SOLETRON CORP COMMON STOCK	SOLD 07-18-01 ACQUIRED 08-03-99	266,118 93	565,722 08	299,603 15-	0 00
SHARES	SOLD 07-18-01 ACQUIRED 02-16-00	287,287 48	636,975 95	349,688 47-	0 00

SUN MICROSYSTEMS INC , COMMON STOCK,
 \$ 00067 PAR

RE: THE GAIN FOUNDATION - CAMPBELL
 COMPERTHWAITTE
 ACCOUNT NO 26-56859 EMPLOYER I/D NO 76-0251558

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	07-18-01 SOLD	471,029 39	592,527 60	121,498 21-	0 00
SHARES	07-18-01 SOLD	126,168 59	417,656 25	291,487 66-	0 00
AMERICAN INTERNATIONAL GROUP, INC COMMON STOCK, \$2 50 PAR					
SHARES	07-18-01 SOLD	51,840 27	21,838 21	30,002 06	0 00
SHARES	07-18-01 SOLD	95,216 82	42,036 00	53,180 82	0 00
SHARES	07-18-01 SOLD	119,021 03	54,451 25	64,569 78	0.00
SHARES	07-18-01 SOLD	71,412 62	32,239 50	39,173 12	0.00
SHARES	07-18-01 SOLD	47,608 41	21,480 50	26,127 91	0 00
SHARES	07-18-01 SOLD	476,084 12	319,710 00	156,374 12	0 00
SHARES	07-18-01 SOLD	317,389 41	224,140 00	93,249 41	0 00

ACCOUNT NO 26-56859
 EMPLOYER I/D NO 76-0251558

RE THE GAIN FOUNDATION - CAMPBELL
 COMPERTHWAIT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 07-18-01 ACQUIRED 05-21-99	158,694 71	115,695 00	42,999 71	0.00
CLEAR CHANNEL COMMUNICATIONS INC COM					
SHARES	SOLD 07-18-01 ACQUIRED 12-22-98	348,970 56	300,108 60	48,861 96	0 00
SHARES	SOLD 07-18-01 ACQUIRED 02-12-99	174,485 27	173,460 00	1,025 27	0 00
SHARES	SOLD 07-18-01 ACQUIRED 03-03-99	58,161 76	59,007 50	845 74-	0 00
OMNICO GROUP INC , COMMON STOCK \$ 50 PAR					
SHARES	SOLD 07-18-01 ACQUIRED 02-01-00	494,713 49	574,122 00	79,408 51-	0 00
TEXAS INSTRS INC COM					
SHARES	SOLD 07-18-01 ACQUIRED 04-19-00	242,792 10	598,385.87	355,593 77-	0 00
MCDATA CORP CL A					
SHARES	SOLD 09-11-01 ACQUIRED 09-27-97	0.23	0 05	0 18	0 00
MCDATA CORP CL A					

ACCOUNT NO 26-56859
 EMPLOYER I/D NO. 76-0251558

RE THE GAIN FOUNDATION - CAMPBELL
 COMPERITHWAITE

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 09-11-01 ACQUIRED 09-24-97	19 22	2 82	11 40	0 00
SUB-TOTAL		22,578,926 51	17,358,847 43	5,220,079 08	0 00
TOTAL LONG TERM CAPITAL GAIN/LOSS-		22,578,926 51	17,358,847 43	5,220,079 08	0 00

END OF SALES SCHEDULE

ACCOUNT NO 26-56859
 EMPLOYER I/D NO. 76-0251558

THE GAIN FOUNDATION - CAMPBELL
 COMPERTHWAITÉ

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

*** SUMMARY REPORT ***

SHORT TERM GAINS AND LOSSES
 3,411,735 32-
 TOTAL SHORT TERM CAPITAL GAINS AND LOSSES 3,411,735 32-

 LONG TERM GAINS AND LOSSES

NET LONG TERM CAPITAL GAINS AND LOSSES - 20 % 5,220,079.08
 NET LONG TERM CAPITAL GAINS AND LOSSES - 28 % 0 00

SUB TOTAL LONG TERM GAINS AND LOSSES 5,220,079 08

TOTAL LONG TERM CAPITAL GAINS AND LOSSES 5,220,079 08

ACCOUNT NO 26-56904
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION - CYPRESS
 ASSET MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHORT TERM CAPITAL GAINS AND LOSSES					
ZIMMER HLDGS INC COM					
SHARES	SOLD 08-14-01	556 58	529 68	26 90	
	ACQUIRED 05-29-01				
SHARES	SOLD 08-14-01	834 87	827 65	7 22	
	ACQUIRED 06-05-01				
LUCENT TECHNOLOGIES INC COM STOCK					
SHARES	SOLD 11-23-01	16,642 64	13,100 00	3,542 64	
	ACQUIRED 08-14-01				
GLOBAL CROSSING LTD COM					
SHARES	SOLD 12-10-01	289 71	3,975 00	3,685 29-	
	ACQUIRED 05-21-01				
SHARES	SOLD 12-10-01	1,158 86	9,340 00	8,181 14-	
	ACQUIRED 06-25-01				
SUB-TOTAL					
				19,482 66	8,289 67-
				27,772 33	8,289 67-
TOTAL SHORT TERM CAPITAL GAIN/LOSS-					
LONG TERM CAPITAL GAINS AND LOSSES					

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ACCOUNT NO 26-56904
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THE GAIN FOUNDATION - CYPRESS
 ASSET MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
JOHNSON & JOHNSON COMMON STOCK \$1 PAR	SOLD 02-02-01 ACQUIRED 10-21-96	4,726 34	2,572 25	2,154.09	0 00
MERCK & CO INC, COMMON STOCK, \$ 02 7/9 PAR	SOLD 02-02-01 ACQUIRED 05-19-98	4,242 35	3,019 19	1,223 16	0 00
ADR SONY CORP, AMERICAN DEPOSITORY RECEIPT FOR DOLLAR-VALIDATED COMMON STOCK, BACKED BY ONE SHARE COMMON STOCK	SOLD 02-02-01 ACQUIRED 11-24-98	7,111 76	3,822 75	3,289 01	0 00
MOTOROLA INC, COMMON STOCK, \$3 PAR	SOLD 02-06-01 ACQUIRED 11-05-96	43,699 54	32,007 50	11,692 04	0 00
AMGEN INC COMMON STOCK	SOLD 02-06-01 ACQUIRED 02-27-97	31,213 95	28,472 50	2,741 45	0 00

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ACCOUNT NO 26-56904
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THE GAIN FOUNDATION - CYPRESS
 ASSET MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 02-13-01 ACQUIRED 09-02-97	14,925 00	2,506 25	12,418 75	0 00
HEWLETT-PACKARD CO , COMMON STOCK, \$1 PAR					
SHARES	SOLD 02-13-01 ACQUIRED 10-24-96	13,519.54	7,132 07	6,387 47	0 00
MERCK & CO INC , COMMON STOCK, \$ 02 7/9 PAR					
SHARES	SOLD 02-13-01 ACQUIRED 05-19-98	4,097 36	3,019 19	1,078 17	0 00
SHARES	SOLD 02-13-01 ACQUIRED 02-08-00	38,038 73	69,234 00	31,195 27-	0 00
ADR VODAFONE GROUP PLC NEW SPONSORED ADR					
SHARES	SOLD 02-13-01 ACQUIRED 02-09-00	9,509 68	16,718 76	7,209 08-	0 00
SHARES	SOLD 02-15-01 ACQUIRED 10-24-96	7,024 76	3,566 04	3,458 72	0 00
HEWLETT-PACKARD CO , COMMON STOCK, \$1 PAR					

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ACCOUNT NO 26-56904
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THE GAIN FOUNDATION - CYPRESS
 ASSET MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 02-15-01 ACQUIRED 10-30-96	10,537 15	5,160 01	5,377 14	0 00
XILINX INC COMMON STOCK					
SHARES	SOLD 02-15-01 ACQUIRED 09-03-97	16,218 20	3,553 13	12,665 07	0 00
ANALOG DEVICES, INC, COMMON STOCK, \$ 16 2/3 PAR					
SHARES	SOLD 02-26-01 ACQUIRED 06-04-97	17,091 42	5,012 00	12,079 42	0 00
ANALOG DEVICES, INC, COMMON STOCK, \$ 16 2/3 PAR					
SHARES	SOLD 03-06-01 ACQUIRED 06-04-97	9,143 69	2,506 00	6,637 69	0 00
REGORG AMERICAN GENERAL CORP STK MERGER TO AMERN INTL GRP INC 2016430 EFF 8/29/01					
SHARES	SOLD 03-23-01 ACQUIRED 10-22-96	28,455 04	15,428 00	13,027 04	0 00
ADR SONY CORP, AMERICAN DEPOSITORY RECEIPT FOR DOLLAR-VALIDATED COMMON STOCK, BACKED BY ONE SHARE COMMON STOCK					

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ACCOUNT NO 26-56904
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THE GAIN FOUNDATION - CYPRESS
 ASSET MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 03-23-01 ACQUIRED 11-24-98	14,495 51	7,645 50	6,850 01	0 00
XILINX INC COMMON STOCK					
SHARES	SOLD 03-23-01 ACQUIRED 09-03-97	9,374 68	2,368 75	7,005 93	0 00
ANALOG DEVICES, INC, COMMON STOCK, \$ 16 2/3 PAR					
SHARES	SOLD 03-27-01 ACQUIRED 06-04-97	12,365 58	3,759 00	8,606 58	0 00
XILINX INC COMMON STOCK					
SHARES	SOLD 03-27-01 ACQUIRED 09-03-97	21,843 02	5,921 87	15,921 15	0 00
ABBOTT LABORATORIES, COMMON STOCK, NO PAR					
SHARES	SOLD 03-28-01 ACQUIRED 12-13-96	8,889 70	5,110 00	3,779 70	0 00

#REGORG AMERICAN GENERAL CORP STK MERGER
 TO AMERN INTL GRP INC 2016430 EFF
 8/29/01

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ACCOUNT NO 26-56904
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THE GAIN FOUNDATION - CYPRESS
 ASSET MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 03-28-01 ACQUIRED 10-22-96	22,535 24	11,571 00	10,964 24	0 00
XILINX INC COMMON STOCK					
SHARES	SOLD 03-28-01 ACQUIRED 09-03-97	24,861.67	7,106.25	17,755 42	0 00
#REORG AMERICAN GENERAL CORP STK MERGER TO AMERN INTL GRP INC 2016430 EFF 8/29/01					
SHARES	SOLD 04-09-01 ACQUIRED 10-22-96	8,444 58	3,857 00	4,587 58	0 00
SHARES	SOLD 04-09-01 ACQUIRED 11-27-96	33,778 30	16,490 00	17,288 30	0 00
ABBOTT LABORATORIES, COMMON STOCK, NO PAR					
SHARES	SOLD 04-26-01 ACQUIRED 12-13-96	13,436 55	7,665 00	5,771 55	0 00
ANALOG DEVICES, INC, COMMON STOCK, \$ 16 2/3 PAR					
SHARES	SOLD 04-26-01 ACQUIRED 06-04-97	8,985 70	2,506 00	6,479 70	0 00
HEWLETT-PACKARD CO, COMMON STOCK, \$1 PAR					

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ACCOUNT NO 26-56904
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THE GAIN FOUNDATION - CYPRESS
 ASSET MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 04-26-01 ACQUIRED 10-30-96	5,701 80	3,440 00	2,261 80	0 00
ADR UNILEVER N V NEW YORK SHS NEW	SOLD 04-26-01 ACQUIRED 01-07-00	11,089 62	11,766 00	676 38-	0 00
XILINX INC COMMON STOCK	SOLD 04-26-01 ACQUIRED 09-09-97	9,181 69	2,337 50	6,844 19	0 00
HEWLETT-PACKARD CO , COMMON STOCK, \$1 PAR	SOLD 04-30-01 ACQUIRED 10-30-96	8,420 71	5,160 01	3,260 70	0 00
HEWLETT-PACKARD CO , COMMON STOCK, \$1 PAR	SOLD 05-15-01 ACQUIRED 10-30-96	5,103 69	3,440 00	1,663 69	0 00
SHARES	SOLD 05-15-01 ACQUIRED 03-25-97	20,414 76	17,658 89	2,755 87	0 00

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THE GAIN FOUNDATION - CYPRESS
 ASSET MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 05-15-01 ACQUIRED 11-24-98	25,518 44	24,826 98	691 46	0 00
ABBOTT LABORATORIES, COMMON STOCK, NO PAR	SOLD 05-21-01 ACQUIRED 12-13-96	26,564 11	12,775 00	13,789 11	0 00
ABBOTT LABORATORIES, COMMON STOCK, NO PAR	SOLD 05-29-01 ACQUIRED 12-13-96	40,974 63	20,440 00	20,534 63	0 00
SHARES	SOLD 05-29-01 ACQUIRED 01-03-97	10,243.66	5,145 50	5,098 16	0 00
ANALOG DEVICES, INC, COMMON STOCK, \$ 16 2/3 PAR	SOLD 05-29-01 ACQUIRED 06-04-97	14,090 52	3,759 00	10,331 52	0 00
ADR UNILEVER N Y NEW YORK SHS NEW SHARES	SOLD 05-29-01 ACQUIRED 01-07-00	30,149 99	32,356 50	2,206 51-	0 00

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
ABBOTT LABORATORIES, COMMON STOCK, NO PAR					
SHARES	SOLD 05-29-01	10,963 63	10,316 00	647 63	0.00
	ACQUIRED 05-22-00				
SHARES	SOLD 05-29-01	13,704 55	11,098 13	2,606 42	0.00
	ACQUIRED 02-25-00				
SHARES	SOLD 06-05-01	51,228 29	25,727 50	25,500 79	0.00
	ACQUIRED 01-03-97				
SHARES	SOLD 06-05-01	30,736 97	18,077 25	12,659 72	0.00
	ACQUIRED 08-26-97				
SHARES	SOLD 06-05-01	10,245 66	7,594 50	2,651 16	0.00
	ACQUIRED 03-27-98				
SHARES	SOLD 06-05-01	10,245 66	7,275 75	2,969 91	0.00
	ACQUIRED 05-14-98				
SOLECIRON CORP COMMON STOCK					
SHARES	SOLD 06-25-01	17,419 41	39,455 00	22,035 59-	0.00
	ACQUIRED 06-14-00				
SCHERING-PLOUGH CORP COMMON STOCK, \$1 PAR					
SHARES	SOLD 06-25-01				
	ACQUIRED 06-14-00				

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THE GAIN FOUNDATION - CYPRESS
 ASSET MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
ZIMMER HLDGS INC COM					
SHARES	SOLD 08-14-01 ACQUIRED 02-08-00	23,099 22	27,754 50	4,655 28-	0 00
SHARES	SOLD 08-14-01 ACQUIRED 07-30-98	1,113 16	1,127 99	14 83-	0 00
SHARES	SOLD 08-14-01 ACQUIRED 08-10-98	556 58	520 89	35 69	0 00
SHARES	SOLD 08-14-01 ACQUIRED 08-20-98	556 58	526 87	29 71	0 00
SHARES	SOLD 08-14-01 ACQUIRED 09-04-98	556 59	509 39	47 20	0 00
SHARES	SOLD 08-14-01 ACQUIRED 09-17-98	556 58	496 78	59 80	0 00
SHARES	SOLD 08-14-01 ACQUIRED 10-07-98	556,58	467 55	89 03	0 00
SHARES	SOLD 08-14-01 ACQUIRED 10-29-98	278 29	262 71	15 58	0 00
FNMA COM STOCK					

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ACCOUNT NO 26-56904

EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION - CYPRESS
 ASSET MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	09-18-01 SOLD 12-04-96 ACQUIRED	15,973 46	7,641 00	8,332 46	0 00
SCHERING-PLOUGH CORP COMMON STOCK, \$1 PAR					
SHARES	09-18-01 SOLD 02-08-00 ACQUIRED	32,542 91	41,631 75	9,088 84-	0 00
SHARES	09-18-01 SOLD 05-22-00 ACQUIRED	18,079 39	21,821 25	3,741 86-	0 00
AMGEN INC COMMON STOCK					
SHARES	09-27-01 SOLD 09-02-97 ACQUIRED	11,635 61	2,506 25	9,129 36	0 00
LINEAR TECH CORP DEL					
SHARES	09-27-01 SOLD 10-20-99 ACQUIRED	3,096 89	2,975 00	121 89	0 00
LUCENT TECHNOLOGIES INC COM STOCK					
SHARES	09-27-01 SOLD 08-27-99 ACQUIRED	3,714 35	42,446 09	38,731 74-	0 00
SHARES	09-27-01 SOLD 09-08-99 ACQUIRED	549 50	6,298 29	5,748 79-	0 00
XILINX INC COMMON STOCK					

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ACCOUNT NO 26-56904

EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION - CYPRESS
 ASSET MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DATE SOLD/ ACQUIRED SALES PROCEEDS COST BASIS GAIN/LOSS 28% RATE GAIN/LOSS

SHARES 200 00 SOLD 09-27-01 3,933 86 2,337 50 1,596 36 0.00
 MOLEX INC CL A
 SHARES 400 00 SOLD 09-28-01 9,771 67 9,320 00 451 67 0 00
 ADR SONY CORP , AMERICAN DEPOSITORY
 RECEIPT FOR DOLLAR-VALIDATED COMMON
 STOCK, BACKED BY ONE SHARE COMMON STOCK

SHARES 900 00 SOLD 10-23-01 37,924 73 34,404 75 3,519 98 0 00
 SHARES 400 00 SOLD 10-23-01 16,855 43 15,128 50 1,726 93 0 00
 SHARES 200 00 SOLD 10-23-01 8,427 72 9,258 00 830 28- 0 00
 SHARES 400 00 SOLD 10-23-01 11,751 60 2,591 00 9,160 60 0 00
 VIACOM COMMON STOCK CL B

SHARES 900 00 SOLD 10-23-01 37,924 73 34,404 75 3,519 98 0 00
 SHARES 400 00 SOLD 10-23-01 16,855 43 15,128 50 1,726 93 0 00
 SHARES 200 00 SOLD 10-23-01 8,427 72 9,258 00 830 28- 0 00
 SHARES 400 00 SOLD 10-23-01 11,751 60 2,591 00 9,160 60 0 00
 TEXAS INSTRS INC COM

SHARES 400 00 SOLD 10-23-01 11,751 60 2,591 00 9,160 60 0 00
 VIACOM COMMON STOCK CL B

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ACCOUNT NO 26-56904

EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION - CYPRESS
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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 10-23-01 ACQUIRED 10-17-96	11,048 63	5,204 25	5,844 38	0 00
XILINX INC COMMON STOCK					
SHARES	SOLD 10-23-01 ACQUIRED 09-09-97	14,379 51	5,843 75	8,535 76	0 00
ROYAL DUTCH PETROLEUM N Y REGISTRY SH PAR N 1 25 GLDR					
SHARES	SOLD 11-15-01 ACQUIRED 01-14-98	37,390 75	41,606 00	4,215 25-	0.00
ROYAL DUTCH PETROLEUM N Y REGISTRY SH PAR N 1 25 GLDR					
SHARES	SOLD 11-15-01 ACQUIRED 01-14-98	9,281 69	10,401 50	1,119 81-	0 00
TEXAS INSTRS INC COM					
SHARES	SOLD 11-15-01 ACQUIRED 10-21-96	9,941 66	1,943 25	7,998 41	0 00
VIACOM COMMON STOCK CL B					
SHARES	SOLD 11-15-01 ACQUIRED 10-17-96	8,547 71	3,469 50	5,078 21	0 00
XILINX INC COMMON STOCK					

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ACCOUNT NO 26-56904

EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION - CYPRESS
 ASSET MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 11-15-01 ACQUIRED 09-09-97	18,724 37	5,843 75	12,880 62	0 00
XILINX INC COMMON STOCK					
SHARES	SOLD 11-15-01 ACQUIRED 09-09-97	15,283 49	4,675 00	10,608 49	0.00
AMGEN INC COMMON STOCK					
SHARES	SOLD 11-23-01 ACQUIRED 09-02-97	12,925 56	2,506 25	10,419 31	0 00
LUCENT TECHNOLOGIES INC COM STOCK					
SHARES	SOLD 11-23-01 ACQUIRED 09-08-99	2,624 54	19,267 50	16,642 96-	0 00
SHARES	SOLD 11-23-01 ACQUIRED 09-09-99	928 66	6,596 36	5,667 70-	0 00
SHARES	SOLD 11-23-01 ACQUIRED 01-07-00	4,768 12	28,783 17	24,015 05-	0 00
SHARES	SOLD 11-23-01 ACQUIRED 02-25-00	1,664 26	11,298 93	9,634 67-	0 00
SHARES	SOLD 11-23-01 ACQUIRED 02-28-00	1,664 26	10,777 15	9,112 89-	0 00

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 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION - CYPRESS
 ASSET MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
XILINX INC COMMON STOCK					
SHARES	SOLD 11-23-01	2,496 40	14,219.01	11,722 61-	0 00
	ACQUIRED 07-24-00				
XILINX INC COMMON STOCK					
SHARES	SOLD 11-23-01	6,971 77	2,337 50	4,634 27	0 00
	ACQUIRED 09-09-97				
XILINX INC COMMON STOCK					
SHARES	SOLD 11-23-01	13,943 53	4,462 50	9,481 03	0 00
	ACQUIRED 10-15-97				
GLOBAL CROSSING LTD COM					
SHARES	SOLD 11-27-01	10,583 94	3,346 88	7,237 06	0 00
	ACQUIRED 10-15-97				
AMGEN INC COMMON STOCK					
SHARES	SOLD 12-10-01	1,390 63	40,650 00	39,259 37-	0 00
	ACQUIRED 10-20-99				
SHARES	SOLD 12-10-01	231 77	8,962 50	8,730 73-	0 00
	ACQUIRED 01-07-00				
SHARES	SOLD 12-10-01	115 88	4,987 50	4,871 62-	0 00
	ACQUIRED 02-03-00				
SHARES	SOLD 12-10-01	289 72	6,703 13	6,413 41-	0 00
	ACQUIRED 08-03-00				

ACCOUNT NO 26-56904
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION - CYPRESS
 ASSET MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

*** SUMMARY REPORT ***

SHORT TERM GAINS AND LOSSES

SHORT TERM GAINS AND LOSSES 8,289 67-

TOTAL SHORT TERM CAPITAL GAINS AND LOSSES 8,289 67-

LONG TERM GAINS AND LOSSES

NET LONG TERM CAPITAL GAINS AND LOSSES - 20 % 170,268 49

NET LONG TERM CAPITAL GAINS AND LOSSES - 28 % 0 00

SUB TOTAL LONG TERM GAINS AND LOSSES 170,268 49

TOTAL LONG TERM CAPITAL GAINS AND LOSSES 170,268 49

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THE GAIN FOUNDATION - WESTCAP
 INVESTORS ACCOUNT

02014 ACCOUNT NO 26-56620
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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
STILWELL FINL INC COM	02-26-01	106,473.21	147,894 00	41,420 79-
STILWELL FINL INC COM	08-28-00			
STILWELL FINL INC COM	02-27-01	35,327 81	48,513 00	13,185 19-
STILWELL FINL INC COM	08-28-00			
STILWELL FINL INC COM	02-28-01	56,949 69	81,483 00	24,533.31-
STILWELL FINL INC COM	08-28-00			
SCHERING-PLOUGH CORP. COMMON STOCK, \$1 PAR	03-16-01	23,799 20	35,420 00	11,620 80-
STILWELL FINL INC COM	07-06-00			
SUN MICROSYSTEMS INC, COMMON STOCK, \$ 00067 PAR	03-26-01	37,636.55	120,587 50	82,950 95-
ADC TELECOMMUNICATIONS INC COM	10-31-00			

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THE GAIN FOUNDATION - WESTCAP
 INVESTORS ACCOUNT

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES	SOLD 03-28-01 ACQUIRED 07-06-00	26,202 92	114,375 00	88,172 08-
SHARES	SOLD 03-28-01 ACQUIRED 07-07-00	17,468 61	80,625 00	63,156 39-
SHARES	SOLD 03-28-01 ACQUIRED 07-12-00	20,962 33	93,450 00	72,487 67-
MCDATA CORP CL A				
SHARES	SOLD 03-29-01 ACQUIRED 10-31-00	909 77	2,674 74	1,764.97-
EMC CORP COM				
SHARES	SOLD 03-30-01 ACQUIRED 10-31-00	40,318 65	120,644 19	80,325 54-
CISCO SYS INC COMMON STOCK				
SHARES	SOLD 04-17-01 ACQUIRED 07-06-00	5,054 02	18,517 50	13,463 48-
BAKER HUGHES INC, COMMON STOCK				
SHARES	SOLD 07-02-01 ACQUIRED 07-06-00	46,296 45	45,546 20	750 25
AMGEN INC COMMON STOCK				

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02019 ACCOUNT NO 26-56620 THE CAIN FOUNDATION - WESTCAP INVESTORS ACCOUNT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES	SOLD 07-02-01 ACQUIRED 05-01-01	160,901 13	156,600 00	4,301 13
APPLERA CORP - APPLIED BIOSYSTEMS GROUP				
SHARES	SOLD 07-02-01 ACQUIRED 05-16-01	90,793.71	107,075.78	16,282 07-
BOEING CO COM				
SHARES	SOLD 07-02-01 ACQUIRED 10-16-00	244,403 84	259,505 00	15,101 16-
EL PASO CORP COM				
SHARES	SOLD 07-02-01 ACQUIRED 02-21-01	121,771 93	179,471 04	57,699 11-
EMERSON ELECTRIC CO, COMMON STOCK, \$1 PAR				
SHARES	SOLD 07-02-01 ACQUIRED 10-02-00	232,248 24	256,432 36	24,184 12-
MARSH & MC LENNAN CO'S INC, COMMON STOCK, \$1 PAR				
SHARES	SOLD 07-02-01 ACQUIRED 04-10-01	224,457 41	194,260 00	30,197 41
ORACLE CORPORATION COM				

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THE GAIN FOUNDATION - WESTCAP
 INVESTORS ACCOUNT

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SEI INVTS CO COM SHARES	07-02-01 ACQUIRED	217,242 75	222,901 80	5,659 05-
SEI INVTS CO COM SHARES	07-02-01 SOLD	198,843 37	181,392 20	17,451 17
SCHWAB CHARLES CORP COMMON STOCK NEW SHARES	07-02-01 SOLD	67,038 10	69,785 00	2,746 90-
SCHWAB CHARLES CORP COMMON STOCK NEW SHARES	07-02-01 SOLD	122,245 95	140,275 00	18,029 05-
TRANSOCEAN SEDCO FOREX INC COM SHARES	07-02-01 SOLD	77,387 26	94,581 81	17,194 55-
TYCO INTL LTD NEW COM SHARES	07-02-01 SOLD	27,359 94	23,487 50	3,872 44
UNIVISION COMMUNICATIONS INC CL A SHARES	07-02-01 SOLD	115,367 14	96,520 14	18,847 00
	04-05-01 ACQUIRED			

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THE GAIN FOUNDATION - WESTCAP
 INVESTORS ACCOUNT

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY		DATE SOLD/ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES		07-02-01	55,547 14	46,280 00	9,267 14
SHARES		04-05-01			
1,300 00	SOLD	07-02-01			
	ACQUIRED	04-05-01			
SHARES		07-02-01	51,274 29	46,622 04	4,652 25
	SOLD	07-02-01			
	ACQUIRED	04-11-01			
MCDATA CORP CL A					
SHARES		09-11-01	11 93	27 27	15 34-
	SOLD	09-11-01			
	ACQUIRED	10-31-00			
MCDATA CORP CL A					
SHARES		09-11-01	0 23	0 52	0 29-
	SOLD	09-11-01			
	ACQUIRED	10-31-00			
SHARES		09-11-01	2,924,293 57	2,984,947 59	560,654 02-
	SOLD	09-11-01			
	ACQUIRED	10-31-00			
SHARES		09-11-01	2,924,293 57	2,984,947 59	560,654 02-
	SOLD	09-11-01			
	ACQUIRED	10-31-00			
SUB-TOTAL					
TOTAL SHORT TERM CAPITAL GAIN/LOSS-					
DESCRIPTION OF PROPERTY					
DATE SOLD/ACQUIRED		SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE
ALLERGAN INC COM STOCK					
LONG TERM CAPITAL GAINS AND LOSSES					

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
02014 ACCOUNT NO 26-56620 THE GAIN FOUNDATION - WESTCAP INVESTORS ACCOUNT					
SHARES	SOLD 01-04-01 ACQUIRED 02-03-99	115,283 99	53,380 66	61,903 33	0 00
SCHERING-PLOUGH CORP COMMON STOCK, #1 PAR					
SHARES	SOLD 03-16-01 ACQUIRED 02-03-99	91,796 93	146,745 00	54,948 07-	0 00
SHARES	SOLD 03-16-01 ACQUIRED 02-22-99	30,598 98	48,071 25	17,472 27-	0 00
COMPUTER SCIENCES CORP, COMMON STOCK, #1 PAR					
SHARES	SOLD 04-12-01 ACQUIRED 02-03-99	73,607 34	159,170 00	85,562 66-	0 00
SHARES	SOLD 04-12-01 ACQUIRED 02-22-99	23,420 51	48,895 00	25,474 49-	0.00
SHARES	SOLD 04-12-01 ACQUIRED 03-05-99	23,420 52	46,488 75	23,068 23-	0 00
CISCO SYS INC COMMON STOCK					
SHARES	SOLD 04-17-01 ACQUIRED 02-03-99	37,062 81	61,118 75	24,055 94-	0 00

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02019 ACCOUNT NO 26-56620 THE GAIN FOUNDATION - WESTCAP INVESTORS ACCOUNT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 04-17-01	33,693 47	50,250 00	16,556 53-	0 00
ADR ELAN PLC ADR REPRESENTING SHS	ACQUIRED 02-22-99				
SHARES	SOLD 04-30-01	124,178 02	94,270 12	29,907 90	0 00
FIRST DATA CORP COMMON STOCK	ACQUIRED 02-03-99				
SHARES	SOLD 04-30-01	135,025 68	99,821 62	35,204.06	0 00
WILLIAMS COMMUNICATIONS GROUP INC COM	ACQUIRED 04-20-00				
SHARES	SOLD 05-03-01	1.06	0 78	0 28	0 00
BAKER HUGHES INC , COMMON STOCK	ACQUIRED 02-03-99				
SHARES	SOLD 07-02-01	330,688 95	234,376 00	96,312 95	0 00
AES CORP COMMON STOCK	ACQUIRED 01-26-00				
SHARES	SOLD 07-02-01	313,672 64	205,875.00	107,797 64	0 00
CITIGROUP INC COM	ACQUIRED 10-07-99				

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THE GAIN FOUNDATION - WESTCAP
 INVESTORS ACCOUNT

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

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DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS	DESCRIPTION OF PROPERTY
07-02-01 SOLD	309,312 95	154,991 08	154,321 87	0 00	SHARES 5,800 00
02-03-99 ACQUIRED					SHARES 5,800 00
07-02-01 SOLD	95,993 67	49,871 25	46,122 42	0 00	SHARES 1,800 00
07-02-01 SOLD	74,661 75	43,382 50	31,279 25	0 00	SHARES 1,400 00
03-05-99 ACQUIRED					ALLERGAN INC COM STOCK
07-02-01 SOLD	205,016 00	94,144 08	110,871 92	0 00	SHARES 2,425 00
07-02-01 SOLD	101,451 21	50,656 86	50,794 35	0 00	SHARES 1,200 00
07-02-01 SOLD	84,542 68	43,112 50	41,430 18	0 00	SHARES 1,000 00
03-05-99 ACQUIRED					AMERICAN INTERNATIONAL GROUP, INC COMMON STOCK, \$2 50 PAR
07-02-01 SOLD	243,470 00	152,118 75	91,351 25	0 00	SHARES 2,812 50
07-02-01 SOLD	64,925 33	47,115 00	17,810 33	0 00	SHARES 750 00
02-03-99 ACQUIRED					SHARES 750 00

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

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28% RATE	GAIN/LOSS	COST BASIS	SALES PROCEEDS	DATE SOLD/ACQUIRED	DESCRIPTION OF PROPERTY
0 00	30,511 83	83,107 50	113,619 33	07-02-01 SOLD 03-05-99 ACQUIRED	CARDINAL HEALTH INC SHARES 1,312 50
0 00	46,956 72	148,746 25	195,702 97	07-02-01 SOLD 02-03-99 ACQUIRED	SHARES 2,850 00
0 00	19,312 34	52,788 75	72,101 09	07-02-01 SOLD 02-22-99 ACQUIRED	SHARES 1,050 00
0.00	55,097.46	78,804 57	133,902 03	07-02-01 SOLD 06-28-99 ACQUIRED	SHARES 1,950 00
0 00	24,770 26-	195,134 00	170,363 74	07-02-01 SOLD 06-13-00 ACQUIRED	APACHE CORP , COMMON STOCK, \$1 25 PAR SHARES 3,440.00
0 00	10,083.94-	62,579 75	52,495 81	07-02-01 SOLD 06-14-00 ACQUIRED	SHARES 1,060 00
0 00	390 19	1,597.99	1,988 18	07-02-01 SOLD 02-22-99 ACQUIRED	APPLERA CORP - APPLIED BIOSYSTEMS GROUP SHARES 75 00
0 00	11,169 83	41,848 40	53,018 23	07-02-01 SOLD 03-05-99 ACQUIRED	SHARES 2,000 00
					AOL TIME WARNER INC COM

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

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DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS	DESCRIPTION OF PROPERTY
07-02-01 SOLD 02-03-99 ACQUIRED	150,397.17	119,009.35	31,387.82	0.00	SHARES 2,850.00
07-02-01 SOLD 02-22-99 ACQUIRED	63,325.13	51,230.00	12,095.13	0.00	SHARES 1,200.00
07-02-01 SOLD 03-05-99 ACQUIRED	47,493.84	39,660.00	7,833.84	0.00	SHARES 900.00
COSTCO WHSL CORP NEW COM					
07-02-01 SOLD 02-03-99 ACQUIRED	159,936.67	148,912.50	11,024.17	0.00	SHARES 3,800.00
07-02-01 SOLD 02-22-99 ACQUIRED	50,506.31	49,237.50	1,268.81	0.00	SHARES 1,200.00
07-02-01 SOLD 03-05-99 ACQUIRED	42,088.60	44,093.75	2,005.15	0.00	SHARES 1,000.00
ADR ELAN PLC ADR REPRESENTING SHS					
07-02-01 SOLD 02-03-99 ACQUIRED	107,673.91	67,335.80	40,338.11	0.00	SHARES 1,750.00
07-02-01 SOLD 02-22-99 ACQUIRED	86,139.12	52,526.25	33,612.87	0.00	SHARES 1,400.00
ENRON CORP COM					

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THE CAIN FOUNDATION - WESTCAP
 INVESTORS ACCOUNT

02014 ACCOUNT NO 26-56620
 AGH

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS	DESCRIPTION OF PROPERTY
07-02-01 SOLD 04-16-99 ACQUIRED	157,587 23	112,287 50	45,299 73	0 00	SHARES 3,250 00 FIRST DATA CORP COMMON STOCK
07-02-01 SOLD 04-20-00 ACQUIRED	208,682 83	158,423 38	50,259 45	0 00	SHARES 3,190 00 GENERAL ELEC CO COM
07-02-01 SOLD 02-03-99 ACQUIRED	374,012.51	256,656 25	117,356 26	0 00	SHARES 7,500 00 HOME DEPOT INC, COMMON STOCK, \$ 05 PAR
07-02-01 SOLD 02-22-99 ACQUIRED	74,802 50	51,862 50	22,940 00	0 00	SHARES 1,500 00 INTEL CORP CAPITAL STOCK \$ 001 PAR
07-02-01 SOLD 02-03-99 ACQUIRED	308,689 92	249,023 75	59,666 17	0 00	SHARES 6,450 00
07-02-01 SOLD 02-22-99 ACQUIRED	57,430 68	48,930.00	8,500 68	0 00	SHARES 1,200 00
07-02-01 SOLD 02-03-99 ACQUIRED	60,457 98	68,343 75	7,885 77-	0 00	SHARES 2,000 00

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THE CAIN FOUNDATION - WESTCAP
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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

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DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS	DESCRIPTION OF PROPERTY
07-02-01 SOLD	48,366.38	52,225.00	3,858.62-	0.00	SHARES
02-22-99 ACQUIRED	48,366.38			0.00	SHARES
07-02-01 SOLD	48,366.38	45,575.00	2,791.38	0.00	SHARES
07-02-01 SOLD	171,574.32	131,043.75	40,530.57	0.00	SHARES
07-02-01 SOLD	68,629.73	52,867.50	15,762.23	0.00	SHARES
07-02-01 SOLD	68,629.73	53,111.40	15,518.33	0.00	SHARES
07-02-01 SOLD	283,130.56	261,088.96	22,041.60	0.00	SHARES
07-02-01 SOLD	184,133.85	198,890.70	14,756.85-	0.00	SHARES
07-02-01 SOLD	36,826.77	39,911.25	3,084.48-	0.00	SHARES
INTERNATIONAL BUSINESS MACHS CORP COM					
07-02-01 SOLD	1,500.00			0.00	SHARES
02-03-99 ACQUIRED				0.00	SHARES
07-02-01 SOLD	1,600.00			0.00	SHARES
02-22-99 ACQUIRED				0.00	SHARES
07-02-01 SOLD	600.00			0.00	SHARES
07-02-01 SOLD	600.00			0.00	SHARES
07-02-01 SOLD	4,400.00			0.00	SHARES
07-02-01 SOLD	4,400.00			0.00	SHARES
02-03-00 ACQUIRED				0.00	SHARES
PFIZER INC , COMMON STOCK, \$ 11 1/9 PAR					
07-02-01 SOLD	9,500.00			0.00	SHARES
07-02-01 SOLD	9,500.00			0.00	SHARES
02-03-99 ACQUIRED				0.00	SHARES
#REORG SCI SYSTEMS INC STK MERGER TO SANMINA CORP 2798914 EFF 12/6/01					

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THE GAIN FOUNDATION - WESTCAP
 INVESTORS ACCOUNT

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 07-02-01	199,453 05	220,776.20	21,323 15-	0 00
TRANSOCEAN SEDCO FOREX INC COM	ACQUIRED 11-05-99				
SHARES	SOLD 07-02-01	48,468 87	61,999 00	13,530 13-	0 00
SHARES	ACQUIRED 06-29-00				
SHARES	SOLD 07-02-01	94,086 62	123,827.09	29,740 47-	0 00
SHARES	ACQUIRED 06-30-00				
SOUTHWEST AIRLINES CO , COMMON STOCK, \$1 PAR					
SHARES	SOLD 07-02-01	325,892 58	245,107 98	80,784 60	0 00
SHARES	ACQUIRED 04-27-00				
SYSCO CORP , COMMON STOCK, \$1 PAR					
SHARES	SOLD 07-02-01	328,788 94	152,688 75	176,100 19	0 00
SHARES	ACQUIRED 02-03-99				
SHARES	SOLD 07-02-01	103,828.09	50,805 00	53,023 09	0.00
SHARES	ACQUIRED 02-22-99				
TEXAS INSTRS INC COM					
SHARES	SOLD 07-02-01	147,948 75	110,221 87	37,726.88	0 00
SHARES	ACQUIRED 02-03-99				

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THE GAIN FOUNDATION - WESTCAP
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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

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DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS	DESCRIPTION OF PROPERTY
07-02-01 SOLD 02-22-99 ACQUIRED	65,755.00	49,800 00	15,955 00	0 00	SHARES TYCO INTL LTD NEW COM
07-02-01 SOLD 05-11-99 ACQUIRED	295,487 31	237,143 16	58,344 15	0 00	SHARES VERIZON COMMUNICATIONS COM
07-02-01 SOLD 06-16-99 ACQUIRED	198,377 82	209,321 70	10,943 88-	0 00	SHARES VIA COM COMMON STOCK CL B
07-02-01 SOLD 12-21-99 ACQUIRED	105,801.50	120,812 32	15,010 82-	0 00	SHARES WAL-MART STORES, INC COMMON STOCK, \$ 10 PAR
07-02-01 SOLD 08-18-99 ACQUIRED	269,784 69	220,450 21	49,334 48	0 00	SHARES WILLIAMS COMMUNICATIONS GROUP INC COM
07-02-01 SOLD 10-05-99 ACQUIRED	218,144 71	223,317 60	5,172 89-	0 00	SHARES

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THE GAIN FOUNDATION - WESTCAP
 INVESTORS ACCOUNT

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

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DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS	DESCRIPTION OF PROPERTY
07-02-01 SOLD	11,499 35	12,814 59	1,315 24-	0 00	SHARES 3,782 81
02-03-99 ACQUIRED					SHARES 1,151 36
07-02-01 SOLD	3,500.01	3,993 60	493 59-	0 00	SHARES 1,315 83
07-02-01 SOLD	3,999 99	5,432 34	1,432 35-	0 00	SHARES 4,600 00
06-30-00 ACQUIRED					WILLIAMS COMPANY INC COMMON STOCK \$1 PAR
07-02-01 SOLD	151,919 58	143,469.63	8,449 95	0 00	SHARES 9,600 00
07-02-01 SOLD	46,236 40	44,708 90	1,527 50	0.00	SHARES 1,400 00
07-02-01 SOLD	52,841 59	60,815 66	7,974 07-	0 00	SHARES 1,600 00
07-02-01 SOLD	8,835,712 84	7,198,213.60	1,637,499 24	0 00	SHARES 8,835,712 84
06-30-00 ACQUIRED					SHARES 1,600 00
02-22-99 ACQUIRED					SHARES 1,400 00
02-03-99 ACQUIRED					SHARES 4,600 00
07-02-01 SOLD	8,835,712 84	7,198,213.60	1,637,499 24	0 00	SHARES 8,835,712 84
06-30-00 ACQUIRED					SHARES 1,600 00
					TOTAL LONG TERM CAPITAL GAIN/LOSS-
					SUB-TOTAL

END OF SALES SCHEDULE

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THE GAIN FOUNDATION - WESTCAP
 INVESTORS ACCOUNT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

*** SUMMARY REPORT ***

SHORT TERM GAINS AND LOSSES

NET SHORT TERM CAPITAL GAINS AND LOSSES 560,654 02-
 TOTAL SHORT TERM CAPITAL GAINS AND LOSSES 560,654 02-

LONG TERM GAINS AND LOSSES

NET LONG TERM CAPITAL GAINS AND LOSSES - 20 % 1,637,499 24
 NET LONG TERM CAPITAL GAINS AND LOSSES - 28 % 0 00
 SUB TOTAL LONG TERM GAINS AND LOSSES 1,637,499 24
 TOTAL LONG TERM CAPITAL GAINS AND LOSSES 1,637,499 24

ACCOUNT NO 26-56627
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION - NORTHERN
 TRUST COMPANY - TEXAS

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
PFIZER INC , COMMON STOCK, \$ 11 1/9 PAR	SOLD 02-14-01 ACQUIRED 03-23-00	49,817.54	38,450.72	11,366.62
SIEBEL SYS INC COM	SOLD 02-14-01 ACQUIRED 08-09-00	189,037.59	260,622.58	71,584.99-
NORTEL NETWORKS CORP NEW COM	SOLD 05-04-01 ACQUIRED 02-14-01	172,997.21	327,813.00	154,815.79-
CALPINE CORP COM	SOLD 11-20-01 ACQUIRED 05-04-01	110,460.50	233,318.00	122,857.70-
COMPUTER ASSOCIATES INTERNATIONAL, INC , COMMON STOCK, \$ 10 PAR	SOLD 11-20-01 ACQUIRED 12-28-00	149,102.02	95,488.75	53,613.27
COMPUTER SCIENCES CORP , COMMON STOCK, \$1 PAR	SOLD 11-20-01 ACQUIRED 12-28-00	149,102.02	95,488.75	53,613.27

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ACCOUNT NO 26-56627

EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION - NORTHERN TRUST COMPANY - TEXAS

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
RE					
SHARES	SOLD 11-20-01 ACQUIRED 05-04-01	45,448 48	35,316 20	10,132 28	
HALLIBURTON CO COM					
SHARES	SOLD 12-10-01	4,175 86	11,096 25	6,920 39-	
SHARES	ACQUIRED 12-28-00				
SHARES	SOLD 12-10-01	23,663 21	36,176 00	12,512 79-	
SHARES	SOLD 12-10-01	205,688 12	263,538 00	57,849 88-	
SHARES	SOLD 12-12-01				
AES CORP COMMON STOCK					
SHARES	SOLD 12-20-01	999 55	3,401 00	2,401 45-	
SHARES	ACQUIRED 12-28-00				
SOLETRON CORP COMMON STOCK					
SHARES	SOLD 12-20-01	23,989 36	31,944 00	7,954 64-	
SHARES	ACQUIRED 11-20-01				
SHARES	SOLD 12-20-01	975,379 04	1,337,164 50	361,785 46-	
SHARES	SOLD 12-20-01	2,400 00			
SHARES	ACQUIRED 11-20-01				
SUB-TOTAL		975,379 04	1,337,164 50	361,785 46-	
TOTAL SHORT TERM CAPITAL GAIN/LOSS-		975,379 04	1,337,164 50	361,785 46-	
LONG TERM CAPITAL GAINS AND LOSSES					

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ACCOUNT NO 26-56627
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION - NORTHERN
 TRUST COMPANY - TEXAS

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
CITIGROUP INC COM	SOLD 02-14-01 ACQUIRED 02-19-99	157,115 57	80,377 55	76,738 02	0 00
ALTEA CORP COM	SOLD 02-14-01 ACQUIRED 06-25-99	269,991 00	171,562 50	98,428 50	0 00
CISCO SYS INC COMMON STOCK	SOLD 02-14-01 ACQUIRED 02-19-99	78,634 88	65,685.94	12,948.94	0.00
EMC CORP COM	SOLD 02-14-01 ACQUIRED 05-28-99	242,726.90	104,843.54	137,883 36	0 00
ADR ELAN PLC ADR REPRESENTING SHS	SOLD 02-14-01 ACQUIRED 02-19-99	99,273 53	67,329 00	31,944 53	0 00
ENRON CORP COM	SOLD 02-14-01 ACQUIRED 02-19-99	431,607 61	167,055 75	264,551 86	0 00

ACCOUNT NO 26-56627
 EMPLOYER I/D NO 76-0251558

RE THE GAIN FOUNDATION - NORTHERN TRUST COMPANY - TEXAS

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 02-14-01 ACQUIRED 05-28-99	31,970 93	19,199 50	17,771.43	0 00
KOHL'S CORP COMMON STOCK	SOLD 02-14-01 ACQUIRED 02-19-99	132,045 60	62,697 62	69,347 98	0 00
MCDATA CORP CL A	SOLD 02-14-01 ACQUIRED 05-28-99	11,937 10	5,668 56	6,268.54	0 00
PROCTER & GAMBLE CO , COMMON STOCK, NO PAR	SOLD 02-14-01 ACQUIRED 02-19-99	183,718 87	229,200 00	45,481 13-	0 00
TYCO INTL LTD NEW COM	SOLD 02-14-01 ACQUIRED 02-19-99	53,566 21	35,492 63	18,073 58	0 00
SHARES	SOLD 05-04-01 ACQUIRED 02-19-99	413,536 20	419,040 00	5,503.80-	0 00
ABBOTT LABORATORIES, COMMON STOCK, NO PAR					

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ACCOUNT NO 26-56627
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION - NORTHERN
 TRUST COMPANY - TEXAS

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	05-04-01 SOLD 05-28-99 ACQUIRED	13,784 54	13,574 25	210 29	0 00
SHARES	05-04-01 SOLD 03-23-00 ACQUIRED	32,163 93	23,842 00	8,321 93	0 00
COMPUTER ASSOCIATES INTERNATIONAL, INC, COMMON STOCK, \$ 10 PAR					
SHARES,	05-04-01 SOLD 12-13-99 ACQUIRED	53,100 21	110,346 30	57,246 09-	0 00
ADR ELAN PLC ADR REPRESENTING SHS					
SHARES	05-04-01 SOLD 02-19-99 ACQUIRED	77,052 43	56,107 50	20,944 93	0 00
GOLDMAN SACHS GROUP INC COM					
SHARES	05-04-01 SOLD 12-13-99 ACQUIRED	143,770 21	123,834 90	19,935 31	0.00
INTEL CORP CAPITAL STOCK \$ 001 PAR					
SHARES	05-04-01 SOLD 06-25-99 ACQUIRED	241,371 96	224,268 75	17,103 21	0 00
SHARES	05-04-01 SOLD 03-23-00 ACQUIRED	11,919 60	28,375 00	16,455 40-	0 00
JOHNSON & JOHNSON COMMON STOCK \$1 PAR					

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ACCOUNT NO 26-56627
 EMPLOYER I/D NO 76-0251558

RE THE GAIN FOUNDATION - NORTHERN TRUST COMPANY - TEXAS

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS	
SHARES	SOLD 05-04-01 ACQUIRED 02-19-99	174,558 18	156,033 00	18,525 18	0 00	
MICROSOFT CORP COM	SHARES	SOLD 05-04-01 ACQUIRED 02-19-99	145,282 19	155,137 50	9,855 31-	0 00
ADR VODAFONE GROUP PLC NEW SPONSORED ADR	SHARES	SOLD 05-04-01 ACQUIRED 02-19-99	72,719 57	95,093 70	22,374 13-	0 00
REGORG AT & T WIRELESS GROUP N/C TO AT&T WIRELESS SVCS SEC #2000538 EFF 7/9/01	SHARES	SOLD 06-13-01 ACQUIRED 02-19-99	6 76	19 72	12 96-	0.00
MCDATA CORP CL A	SHARES	SOLD 09-11-01 ACQUIRED 05-28-99	18 12	11 72	6 40	0 00
COMPUTER ASSOCIATES INTERNATIONAL, INC , COMMON STOCK, \$10 PAR	SHARES	SOLD 11-20-01 ACQUIRED 12-13-99	103,458 54	208,431 90	104,973 36-	0 00

ACCOUNT NO 26-56627
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION - NORTHERN
 TRUST COMPANY - TEXAS

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 11-20-01 ACQUIRED 12-29-99	18,257 39	39,711 00	21,453 61-	0 00
SHARES	SOLD 11-20-01 ACQUIRED 03-23-00	45,643 48	97,590 00	51,946 52-	0 00
FHLMC VOTING COMMON STOCK					
SHARES	SOLD 11-20-01 ACQUIRED 02-19-99	254,629 51	232,028 00	22,601 51	0 00
GOLDMAN SACHS GROUP INC COM					
SHARES	SOLD 11-20-01 ACQUIRED 12-13-99	331,508 94	305,459 42	26,049 52	0 00
KOHL'S CORP COMMON STOCK					
SHARES	SOLD 11-20-01 ACQUIRED 02-19-99	73,004 57	36,298 63	36,705 94	0 00
PFIZER INC , COMMON STOCK, \$ 11 1/9 PAR					
SHARES	SOLD 11-20-01 ACQUIRED 03-23-00	43,258 56	34,955 20	8,303 36	0 00
PROCTER & GAMBLE CO , COMMON STOCK, NO PAR					

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ACCOUNT NO 26-56627
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RE. THE GAIN FOUNDATION - NORTHERN TRUST COMPANY - TEXAS

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	11-20-01 SOLD 02-19-99 ACQUIRED	38,964 70	45,840 00	6,875 30-	0 00
TYCO INTL LTD NEW COM					
SHARES	11-20-01 SOLD 02-19-99 ACQUIRED	65,181 89	45,379 87	19,802 02	0 00
WAL-MART STORES, INC COMMON STOCK, \$ 10 PAR					
SHARES	11-20-01 SOLD 02-19-99 ACQUIRED	77,314 38	59,673 25	17,641 13	0 00
HEALTH MANAGEMENT ASSOCIATES INC NEW CL A COMMON STOCK					
SHARES	11-20-01 SOLD 05-28-99 ACQUIRED	89,960 99	60,408 00	29,552.99	0 00
HALLIBURTON CO COM					
SHARES	12-10-01 SOLD 02-19-99 ACQUIRED	100,220 65	209,682 00	109,461 35-	0.00
SHARES	12-10-01 SOLD 05-28-99 ACQUIRED	4,175 86	12,543 00	8,367 14-	0 00

ACCOUNT NO. 26-56627
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION - NORTHERN
 TRUST COMPANY - TEXAS

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	12-10-01 SOLD	20,879 30	52,215 00	31,335 70-	0 00
SHARES	12-10-01 SOLD	2,783 91	8,087 00	5,303 09-	0 00
SHARES	12-10-01 SOLD	8,351 72	23,098 50	14,746 78-	0 00
SOLETRON CORP COMMON STOCK	12-20-01 SOLD	144,935 70	240,227 90	95,292 20-	0 00
SHARES	02-19-99 ACQUIRED	4,492,402 19	4,119,425 60	372,976 59	0 00
SHARES	03-23-00 ACQUIRED	8,351 72	23,098 50	14,746 78-	0 00
SHARES	12-10-01 SOLD	2,783 91	8,087 00	5,303 09-	0 00
SHARES	12-10-01 SOLD	8,351 72	23,098 50	14,746 78-	0 00
SHARES	12-10-01 SOLD	20,879 30	52,215 00	31,335 70-	0 00
SHARES	12-10-01 SOLD	2,783 91	8,087 00	5,303 09-	0 00
SHARES	12-10-01 SOLD	8,351 72	23,098 50	14,746 78-	0 00
SOLETRON CORP COMMON STOCK	12-20-01 SOLD	144,935 70	240,227 90	95,292 20-	0 00
SHARES	02-19-99 ACQUIRED	4,492,402 19	4,119,425 60	372,976 59	0 00
SUB-TOTAL					
TOTAL LONG TERM CAPITAL GAIN/LOSS-					

END OF SALES SCHEDULE

ACCOUNT NO 26-56627
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION - NORTHERN
 TRUST COMPANY - TEXAS

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

*** SUMMARY REPORT ***

<u>SHORT TERM GAINS AND LOSSES</u>	
SHORT TERM GAINS AND LOSSES	361,785 46-
TOTAL SHORT TERM CAPITAL GAINS AND LOSSES	361,785.46-
<u>LONG TERM GAINS AND LOSSES</u>	
NET LONG TERM CAPITAL GAINS AND LOSSES - 20 %	372,976 59
NET LONG TERM CAPITAL GAINS AND LOSSES - 28 %	0 00
SUB TOTAL LONG TERM GAINS AND LOSSES	372,976 59
TOTAL LONG TERM CAPITAL GAINS AND LOSSES	372,976 59

RE

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313573-02004

ACCOUNT NO 26-06218
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION - US TRUST

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHORT TERM CAPITAL GAINS AND LOSSES				
FNMA COM STOCK				
SHARES	SOLD 01-04-01	22,881 74	18,105 00	4,776 74
SHARES	ACQUIRED 04-04-00			
SHARES	SOLD 01-04-01	7,627 24	6,106.00	1,521 24
SHARES	ACQUIRED 04-06-00			
ROYAL DUTCH PETROLEUM N Y REGISTRY SH PAR N 1 25 GLDR				
SHARES	SOLD 01-26-01	29,667 76	29,612 50	55 26
SHARES	ACQUIRED 04-04-00			
SHARES	SOLD 01-26-01	17,800 65	17,252 25	548 40
SHARES	ACQUIRED 04-11-00			
SHARES	SOLD 01-26-01	29,667 76	27,816 25	1,851 51
SHARES	ACQUIRED 04-19-00			
SHARES	SOLD 01-26-01	41,534 86	40,248 25	1,286 61
SHARES	ACQUIRED 04-28-00			
BMC SOFTWARE INC COM STK				
SHARES	SOLD 02-12-01	9,355 94	13,950.00	4,594.06-
SHARES	ACQUIRED 04-04-00			

ACCOUNT NO 26-06218
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION - US TRUST

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RE

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES	SOLD 02-12-01 ACQUIRED 04-11-00	6,237 29	9,300.00	3,062 71-
COMCAST CORP CLASS A SPECIAL				
SHARES	SOLD 02-26-01 ACQUIRED 04-04-00	21,780 52	22,281 25	500 73-
EDWARDS, A G INC, COMMON STOCK,				
SHARES	SOLD 02-26-01 ACQUIRED 07-20-00	38,944 99	45,945 00	7,000 01-
CISCO SYS INC COMMON STOCK				
SHARES	SOLD 04-06-01 ACQUIRED 04-11-00	7,031 01	35,562 50	28,531 49-
SHARES	SOLD 04-06-01 ACQUIRED 04-14-00	9,843 43	39,506 25	29,662 82-
SHARES	SOLD 04-06-01 ACQUIRED 05-22-00	7,031 01	27,468 75	20,437 74-
SHARES	SOLD 04-06-01 ACQUIRED 06-21-00	4,218 61	19,912 50	15,693 89-

DISNEY WALT CO DISNEY COM COM

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 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES	04-06-01 SOLD	27,809 07	38,320 00	10,510 93-
SHARES	04-06-01 SOLD	13,904 53	20,378 75	6,474 22-
SHARES	04-06-01 SOLD	11,123 63	17,199 00	6,075 37-
SHARES	04-06-01 SOLD	13,904 53	21,378 75	7,474,22-
SHARES	04-06-01 SOLD	16,685 45	24,492 00	7,806 55-
INTEL CORP CAPITAL STOCK \$ 001 PAR				
SHARES:	04-06-01 SOLD	9,849 67	26,087 50	16,237 83-
SHARES	04-06-01 SOLD	9,849 67	26,237 50	16,387 83-
SHARES	04-06-01 SOLD	9,849 67	22,475 00	12,625 33-
SHARES	04-06-01 SOLD	9,849 67	24,537 50	14,687 83-
MEDTRONIC, INC , COMMON STOCK, \$ 10 PAR				

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES	04-06-01 SOLD	12,884 56	17,099 25	4,214 69-
SHARES	04-06-01 SOLD	12,884 57	16,952 25	4,067 68-
SHARES	04-06-01 SOLD	21,474 28	24,410 00	2,935 72-
SHARES	04-06-01 SOLD	12,884 57	16,952 25	4,067 68-
SHARES	04-06-01 SOLD	21,474 28	24,410 00	2,935 72-
SHARES	04-06-01 SOLD	30,064 00	35,245 00	5,181 00-
SHARES	04-06-01 SOLD	21,474 28	24,018 75	2,544 47-
ST PAUL COS INC COM	04-06-01 SOLD	77,577.40	87,325.92	9,748 52-
SHARES	04-06-01 SOLD	1,800 00		
SCHLUMBERGER LTD COM ISIN AN8068571086	04-06-01 SOLD	56,438 11	73,850 00	17,411 89-
SHARES	04-06-01 SOLD			
SOUTHWEST AIRLINES CO , COMMON STOCK, \$1	04-06-01 SOLD			
SHARES	04-06-01 SOLD	1,000 00		

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES	04-06-01 SOLD	40,701 14	33,475 95	7,225 19
SHARES	04-06-01 ACQUIRED			
SHARES	04-06-01 SOLD	13,567 04	10,441 25	3,125 79
SHARES	04-06-01 ACQUIRED			
STARBUCKS CORP COM				
SHARES	04-06-01 SOLD	38,936 20	46,187 50	7,251 30-
SHARES	11-16-00 ACQUIRED			
WINSTAR COMMUNICATIONS INC COMMON STOCK				
SHARES	04-06-01 SOLD	87 49	10,275 00	10,187 51-
SHARES	04-06-01 ACQUIRED			
SHARES	04-06-01 SOLD	131 25	13,743 75	13,612 50-
SHARES	04-06-01 ACQUIRED			
SHARES	04-06-01 SOLD	306 24	22,050 00	21,743 76-
SHARES	04-06-01 ACQUIRED			
SHARES	04-06-01 SOLD	218 74	19,906 25	19,687 51-
SHARES	04-06-01 ACQUIRED			
FNMA COM STOCK				
SHARES	04-20-01 SOLD	39,058 70	29,910 00	9,148.70
SHARES	05-11-00 ACQUIRED			
HOME DEPOT INC , COMMON STOCK,				

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 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES	04-20-01 SOLD	27,575 07	32,854 50	5,279 43-
SHARES	04-20-01 SOLD	13,787 54	15,189 75	1,402 21-
SHARES	04-20-01 SOLD	18,383 39	19,490 00	1,106 61-
12 TECHNOLOGIES INC COM	04-20-01 SOLD	16,471 45	39,900 00	23,428 55-
SHARES	04-20-01 SOLD	12,353 59	34,312 50	21,958 91-
SHARES	04-20-01 SOLD	24,707 17	60,900 00	36,192 83-
OCEAN ENERGY INC DELAWARE	04-20-01 SOLD	17,742 11	13,497 50	4,244 61
SHARES	04-20-01 SOLD	15,091 70	33,199 50	18,107 80-
TEXAS INSTRS INC COM	04-20-01 SOLD			
SHARES	04-28-00 ACQUIRED			

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES	SOLD 04-20-01 ACQUIRED 05-22-00	30,183 39	53,803 00	23,619 61-
WORLD COM INC/WORLDCO				
SHARES	SOLD 04-20-01 ACQUIRED 04-28-00	15,215 49	36,300 00	21,084 51-
SHARES,	SOLD 04-20-01 ACQUIRED 05-22-00	13,313 55	26,425 00	13,111 45-
SHARES	SOLD 04-20-01 ACQUIRED 06-08-00	9,509 69	21,843 75	12,334 06-
SHARES	SOLD 04-20-01 ACQUIRED 06-21-00	9,509 68	20,093 75	10,584 07-
BMC SOFTWARE INC COM STK				
SHARES	SOLD 04-24-01 ACQUIRED 04-28-00	13,224 56	23,218 75	9,994 19-
SHARES	SOLD 04-24-01 ACQUIRED 06-08-00	13,224 56	23,718 75	10,494 19-
GENERAL ELEC CO COM				
SHARES	SOLD 04-24-01 ACQUIRED 05-11-00	9,379 69	10,351 50	971 81-

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES	SOLD 04-24-01 ACQUIRED 05-17-00	32,828 90	37,761 50	4,932 60-
GEMSTAR-TV GUIDE INTL INC COM				
SHARES	SOLD 04-24-01 ACQUIRED 04-28-00	548 33	614 44	66 11-
PHARMACIA CORP COM				
SHARES	SOLD 04-24-01 ACQUIRED 04-28-00	33,836 87	34,692 00	855.13-
SHARES	SOLD 04-24-01 ACQUIRED 05-17-00	14,501 52	16,164 75	1,663 23-
SHARES	SOLD 04-24-01 ACQUIRED 06-08-00	24,169 19	25,191 25	1,022 06-
HEALTH MANAGEMENT ASSOCIATES INC NEW CL A COMMON STOCK				
SHARES	SOLD 04-24-01 ACQUIRED 05-26-00	32,078 92	25,350 80	6,728 12
AMERICAN EXPRESS CO , COMMON STOCK, \$ 60 PAR				

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES	05-18-01 SOLD	13,040 57	14,983 50	1,942 93-
SHARES	05-18-01 SOLD	21,734 27	28,066 25	6,331 98-
SHARES	05-18-01 SOLD	17,387 42	22,190 00	4,802 58-
BMC SOFTWARE INC COM STK	05-18-01 SOLD	12,224 59	23,718.75	11,494.16-
SHARES	06-08-00 ACQUIRED			
SHARES	05-18-01 SOLD	36,673 77	30,281 25	6,392.52
SHARES	09-22-00 ACQUIRED			
SHARES	05-18-01 SOLD	12,224.59	9,187 50	3,037 09
AOL TIME WARNER INC COM	12-12-00 ACQUIRED			
SHARES	05-18-01 SOLD	16,227 96	15,351 50	876 46
SHARES	05-22-00 ACQUIRED			
SHARES	05-18-01 SOLD	40,569.89	41,285 00	715 11-
SHARES	06-08-00 ACQUIRED			

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 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES	05-18-01 SOLD	16,227 96	16,882 50	654 54-
COMCAST CORP CLASS A SPECIAL	06-21-00 ACQUIRED			
SHARES	05-18-01 SOLD	22,029 27	19,843 75	7,185 52
SHARES	05-18-01 ACQUIRED			
SHARES	05-18-01 SOLD	22,029 26	18,625.00	3,404 26
DUKE ENERGY CORP COM STK	06-26-00 ACQUIRED			
SHARES	05-18-01 SOLD	90,591 97	81,598 80	8,993 17
FLEETBOSTON FINL CORP COM STOCK	02-23-01 ACQUIRED			
SHARES	05-18-01 SOLD	83,077 22	85,745 00	2,667 78-
GEMSTAR-TV GUIDE INTL INC COM	01-04-01 ACQUIRED			
SHARES	05-18-01 SOLD	20,501.82	23,150 00	2,648 18-
SHARES	05-18-01 SOLD	15,595 48	16,975 00	1,379 52-
JOHNSON & JOHNSON COMMON STOCK \$1 PAR	12-12-00 ACQUIRED			

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES	05-18-01 SOLD 06-08-00 ACQUIRED	30,137 00	25,108 50	5,028 50
NEXTEL COMMUNICATIONS INC CL A COM STK				
SHARES	05-18-01 SOLD 02-26-01 ACQUIRED	46,098 46	60,419 25	14,320 79-
SUN MICROSYSTEMS INC , COMMON STOCK, \$ 00067 PAR				
SHARES	05-18-01 SOLD 06-21-00 ACQUIRED	11,675 61	28,406 25	16,730 64-
HEALTH MANAGEMENT ASSOCIATES INC NEW CL A COMMON STOCK				
SHARES	05-18-01 SOLD 05-26-00 ACQUIRED	49,108.36	38,026 20	11,082 16
SHARES	05-18-01 SOLD 06-08-00 ACQUIRED	32,738 90	25,265 00	7,473 90
CITIGROUP INC COM SHARES	05-24-01 SOLD 06-08-00 ACQUIRED	13,903 70	13,064 00	839 70

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 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
AMERICAN INTERNATIONAL GROUP, INC COMMON STOCK, \$2.50 PAR	SOLD 05-24-01 ACQUIRED 06-21-00	34,759.02	31,456.25	3,302.77
APACHE CORP, COMMON STOCK, \$1.25 PAR	SOLD 05-24-01 ACQUIRED 06-21-00	24,731.18	22,970.00	1,761.18
EXXON MOBIL CORP COM	SOLD 05-24-01 ACQUIRED 12-12-00	24,355.19	24,444.80	89.61-
GENERAL DYNAMICS CORP COMMON STOCK, \$1 PAR	SOLD 05-24-01 ACQUIRED 06-21-00	17,557.42	16,782.50	774.92
	SOLD 05-24-01 ACQUIRED 06-26-00	17,557.41	16,657.50	899.91

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 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES	05-24-01 SOLD 06-21-00 ACQUIRED	55,886 13	37,738 75	18,147.38
GOODRICH CORPORATION				
SHARES:	05-24-01 SOLD 10-11-00 ACQUIRED	86,977.09	78,731 60	8,245 49
MICROSOFT CORP COM				
SHARES.	05-24-01 SOLD 12-12-00 ACQUIRED	20,969 30	17,381 25	3,588 05
NABORS INDUSTRIES INC , COMMON STOCK				
SHARES:	05-24-01 SOLD 01-26-01 ACQUIRED	78,657 37	94,570 35	15,912 98-
TYCO INTL LTD NEW COM				
SHARES	05-24-01 SOLD 06-21-00 ACQUIRED	28,954 04	22,081 25	6,872.79
SHARES	05-24-01 SOLD 06-26-00 ACQUIRED	28,954 03	23,862 50	5,091 53
WAL-MART STORES, INC COMMON STOCK,				

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	BASIS COST	GAIN/LOSS
SHARES	05-24-01 SOLD	26,144.13	27,112.50	968.37-
GOODRICH CORPORATION				
SHARES	07-12-01 SOLD	18,714.37	17,217.50	1,496.87
SHARES	12-12-00 ACQUIRED			
500.00				
SUB-TOTAL				
2,332,120.32				
2,813,155.86				
481,035.54-				
TOTAL SHORT TERM CAPITAL GAIN/LOSS-				
2,332,120.32				
2,813,155.86				
481,035.54-				
28% RATE				
GAIN/LOSS				
DESCRIPTION OF PROPERTY				
DATE SOLD/ ACQUIRED				
SALES PROCEEDS				
BASIS COST				
GAIN/LOSS				
LONG TERM CAPITAL GAINS AND LOSSES				
CISCO SYS INC COMMON STOCK				
SHARES				
300.00				
04-06-01 SOLD				
04-04-00 ACQUIRED				
4,218.61				
21,000.00				
16,781.39-				
0.00				
MEDTRONIC, INC, COMMON STOCK, \$ 10 PAR				

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 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 04-06-01 ACQUIRED 04-04-00	17,179 43	21,378 00	4,198 57-	0 00
WINSTAR COMMUNICATIONS INC COMMON STOCK					
SHARES	SOLD 04-06-01 ACQUIRED 04-04-00	131 25	14,681 25	14,550 00-	0 00
FNMA COM STOCK					
SHARES	SOLD 04-20-01 ACQUIRED 04-06-00	7,811 74	6,106.00	1,705 74	0 00
SHARES	SOLD 04-20-01 ACQUIRED 04-11-00	23,435 22	17,908 50	5,526 72	0.00
SHARES	SOLD 04-20-01 ACQUIRED 04-19-00	15,623 47	12,151 50	3,471 97	0 00
HOME DEPOT INC , COMMON STOCK, \$ 05 PAR					
SHARES	SOLD 04-20-01 ACQUIRED 04-06-00	13,787 54	19,690 50	5,902 96-	0 00
SHARES	SOLD 04-20-01 ACQUIRED 04-11-00	13,787 54	19,821 00	6,033 46-	0 00

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 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 04-20-01 ACQUIRED 04-19-00	22,979 23	29,035 00	6,055 77-	0 00
OCEAN ENERGY INC DELAWARE	SOLD 04-20-01 ACQUIRED 04-06-00	26,613 16	19,683 75	6,929 41	0.00
SHARES	SOLD 04-20-01 ACQUIRED 04-11-00	35,484 21	25,640 00	9,844 21	0 00
SHARES	SOLD 04-20-01 ACQUIRED 04-19-00	17,742 10	12,445 00	5,297 10	0 00
TEXAS INSTRS INC COM	SOLD 04-20-01 ACQUIRED 04-04-00	15,091 70	28,845 00	13,753 30-	0 00
SHARES	SOLD 04-20-01 ACQUIRED 04-11-00	15,091 69	30,022 34	14,930 65-	0 00
WORLD COM INC/WORLDCO	SOLD 04-20-01 ACQUIRED 04-04-00	11,411 62	27,825 00	16,413 38-	0 00
SHARES	SOLD 04-20-01 ACQUIRED 04-06-00	3,803.87	8,612 50	4,808 63-	0 00

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	04-20-01 SOLD	9,509 68	21,093 75	11,584 07-	0 00
SHARES	04-20-01 SOLD	3,803 88	7,712 50	3,908 62-	0 00
BMC SOFTWARE INC COM STK					
SHARES	04-24-01 SOLD	7,934 73	13,950 00	6,015 27-	0 00
SHARES	04-24-01 SOLD	18,514 38	27,518 75	9,004 37-	0 00
COMCAST CORP CLASS A SPECIAL					
SHARES	04-24-01 SOLD	12,779 57	12,506 25	273 32	0 00
SHARES	04-06-00 ACQUIRED				0 00
SHARES	04-24-01 SOLD	29,819 01	27,300 00	2,519 01	0 00
GENERAL ELEC CO COM					
SHARES	04-24-01 SOLD	42,208 59	48,639 75	6,431 16-	0 00
ACQUIRED	04-11-00				
GEMSTAR-TV GUIDE INTL INC COM					

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 04-24-01 ACQUIRED 04-04-00	10,192 21	14,894 90	4,702 69-	0 00
SHARES	SOLD 04-24-01 ACQUIRED 04-06-00	7,646 77	12,375 00	4,728 23-	0 00
SHARES	SOLD 04-24-01 ACQUIRED 04-11-00	12,744 62	18,000 00	5,255 38-	0 00
SHARES	SOLD 04-24-01 ACQUIRED 04-14-00	7,646 77	7,818 75	171 98-	0 00
PHARMACIA CORP COM					
SHARES	SOLD 04-24-01 ACQUIRED 04-19-00	48,338 38	54,070 00	5,731.62-	0 00
CITIGROUP INC COM					
SHARES	SOLD 05-03-01 ACQUIRED 04-04-00	26,589 98	25,024 51	1,565.47	0 00
SHARES	SOLD 05-03-01 ACQUIRED 04-06-00	13,303 72	11,899 50	1,404 22	0 00
SHARES	SOLD 05-03-01 ACQUIRED 04-11-00	9,994 63	9,335 78	658 85	0 00
SUN MICROSYSTEMS INC , COMMON STOCK, # 00067 PAR					

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ACCOUNT NO 26-06218
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION - US TRUST

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	05-03-01 ACQUIRED	11,939 60	25,706 25	13,766 65-	0 00
SHARES	05-03-01 SOLD	11,939 60	26,568 75	14,629 15-	0 00
SHARES,	05-03-01 SOLD	5,969 80	11,550 00	5,580 20-	0 00
ADL TIME WARNER INC COM	04-14-00 ACQUIRED				
SHARES	05-07-01 SOLD	23,147 22	28,033 50	4,886 28-	0 00
SHARES	04-04-00 ACQUIRED				
SHARES	05-07-01 SOLD	23,147 23	28,671 00	5,523 77-	0 00
SHARES	04-11-00 ACQUIRED				
SHARES	05-07-01 SOLD	20,575 31	21,552.00	976 69-	0 00
GENERAL DYNAMICS CORP COMMON STOCK, \$1 PAR	04-14-00 ACQUIRED				
SHARES	05-07-01 SOLD	30,978 96	20,624 00	10,354 96	0 00
SHARES	04-06-00 ACQUIRED				
SHARES,	05-07-01 SOLD	7,744 74	5,107 00	2,637 74	0 00
TYCO INTL LTD NEW COM	04-11-00 ACQUIRED				

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THE GAIN FOUNDATION - US TRUST

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 05-07-01 ACQUIRED 04-04-00	30,956 14	28,972 50	1,983 64	0 00
SHARES	SOLD 05-07-01 ACQUIRED 04-11-00	20,637 43	19,778 00	859 43	0 00
SHARES	SOLD 05-07-01 ACQUIRED 04-14-00	25,796 79	21,878 75	3,918 04	0 00
AMERICAN EXPRESS CO , COMMON STOCK, \$ 60 PAR					
SHARES:	SOLD 05-18-01 ACQUIRED 04-11-00	26,081.13	28,764 00	2,682 87-	0 00
SHARES	SOLD 05-18-01 ACQUIRED 05-17-00	26,081 12	30,454 50	4,373.38-	0 00
AOL TIME WARNER INC COM					
SHARES	SOLD 05-18-01 ACQUIRED 04-14-00	10,818 64	10,776 00	42 64	0 00
SHARES	SOLD 05-18-01 ACQUIRED 04-28-00	24,341 93	26,643 00	2,301 07-	0 00
COMCAST CORP CLASS A SPECIAL					

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THE GAIN FOUNDATION - US TRUST

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES ·	SOLD 05-18-01 ACQUIRED 04-19-00	13,217 56	10,987 50	2,230 06	0 00
SHARES	SOLD 05-18-01 ACQUIRED 04-28-00	30,840 97	27,650 00	3,190 97	0 00
SHARES	SOLD 05-18-01 ACQUIRED 05-17-00	22,029 26	15,875 00	6,154 26	0 00
GENERAL DYNAMICS CORP COMMON STOCK, \$1 PAR					
SHARES	SOLD 05-18-01 ACQUIRED 04-11-00	24,656 18	15,321 00	9,335 18	0 00
SHARES	SOLD 05-18-01 ACQUIRED 04-28-00	49,312 35	35,248.50	14,063 85	0 00
SHARES	SOLD 05-18-01 ACQUIRED 05-17-00	8,218 72	5,494 50	2,724 22	0 00
GEMSTAR-TV GUIDE INTL INC COM					
SHARES ·	SOLD 05-18-01 ACQUIRED 04-28-00	25,075.97	27,948 06	2,872 09-	0.00
JOHNSON & JOHNSON COMMON STOCK \$1 PAR					

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THE GAIN FOUNDATION - US TRUST

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	05-18-01 SOLD 04-04-00 ACQUIRED	20,091 33	15,101 50	4,989 83	0 00
SHARES	05-18-01 SOLD 04-11-00 ACQUIRED	30,136 99	23,121 00	7,015 99	0 00
SHARES	05-18-01 SOLD 04-28-00 ACQUIRED	30,137 00	24,655 50	5,481 50	0 00
SHARES	05-18-01 SOLD 05-11-00 ACQUIRED	20,091 32	17,301.50	2,789 82	0 00
SUN MICROSYSTEMS INC , COMMON STOCK, \$ 00067 PAR					
SHARES	05-18-01 SOLD 04-14-00 ACQUIRED	9,729 67	19,250 00	9,520 33-	0 00
SHARES	05-18-01 SOLD 05-17-00 ACQUIRED	11,675 61	25,743 75	14,068 14-	0 00
CITIGROUP INC COM					
SHARES	05-24-01 SOLD 04-11-00 ACQUIRED	17,361 52	15,517 22	1,844 30	0 00
SHARES	05-24-01 SOLD 04-28-00 ACQUIRED	34,759 01	29,905 00	4,854 01	0 00

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES - #REGORG ART1 CORP LIBERTY MEDIA CL A MAND EXCH TO LIBERTY MEDIA CORP 2474228 EFF 8/10/01	SOLD 05-24-01 ACQUIRED 05-11-00	20,855.31	17,439.75	3,415.56	0 00
SHARES AMERICAN HOME PRODUCTS CORP, COMMON STOCK, \$ 33 1/3 PAR	SOLD 05-24-01 ACQUIRED 04-11-00	14,015.53	22,778.00	8,762.47-	0 00
SHARES AMERICAN HOME PRODUCTS CORP, COMMON STOCK, \$ 33 1/3 PAR	SOLD 05-24-01 ACQUIRED 04-06-00	10,511.65	17,155.50	6,643.85-	0 00
SHARES AMERICAN HOME PRODUCTS CORP, COMMON STOCK, \$ 33 1/3 PAR	SOLD 05-24-01 ACQUIRED 04-11-00	5,255.82	8,223.00	2,967.18-	0 00
SHARES AMERICAN INTERNATIONAL GROUP, INC., COMMON STOCK, \$2.50 PAR	SOLD 05-24-01 ACQUIRED 04-04-00	24,835.17	22,428.00	2,407.17	0 00
SHARES: AMERICAN INTERNATIONAL GROUP, INC., COMMON STOCK, \$2.50 PAR	SOLD 05-24-01 ACQUIRED 04-11-00	37,252.76	33,792.00	3,460.76	0 00
SHARES AMERICAN INTERNATIONAL GROUP, INC., COMMON STOCK, \$2.50 PAR	SOLD 05-24-01 ACQUIRED 04-28-00	49,670.34	45,098.00	4,572.34	0 00

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	05-24-01 SOLD 04-04-00 ACQUIRED	24,731 17	23,370 00	1,361 17	0 00
SHARES	05-24-01 SOLD 04-11-00 ACQUIRED	37,096 77	34,708 50	2,388 27	0 00
SHARES	05-24-01 SOLD 04-14-00 ACQUIRED	24,731 17	20,689 00	4,042 17	0 00
SHARES	05-24-01 SOLD 04-28-00 ACQUIRED	37,096.76	32,961 75	4,135 01	0 00
EXXON MOBIL CORP COM					
SHARES	05-24-01 SOLD 04-11-00 ACQUIRED	43,893 54	39,566 25	4,327 29	0 00
SHARES	05-24-01 SOLD 04-14-00 ACQUIRED	43,893 53	39,472 50	4,421 03	0 00
SHARES	05-24-01 SOLD 05-11-00 ACQUIRED	26,336 12	24,752 25	1,583 87	0.00
GENERAL DYNAMICS CORP COMMON STOCK, \$1 PAR					
SHARES:	05-24-01 SOLD 05-17-00 ACQUIRED	23,951 20	16,483 50	7,467 70	0 00
MICROSOFT CORP COM					

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THE GAIN FOUNDATION - US TRUST

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	05-24-01 SOLD 04-04-00 ACQUIRED	13,979 53	17,775.00	3,795 47-	0 00
SHARES	05-24-01 SOLD 04-11-00 ACQUIRED	27,959.07	33,950 00	5,990 93-	0 00
SHARES	05-24-01 SOLD 04-19-00 ACQUIRED	13,979 53	15,975 00	1,995 47-	0 00
SHARES	05-24-01 SOLD 04-28-00 ACQUIRED	27,959 07	27,600.00	359 07	0 00
SHARES	05-24-01 SOLD 05-22-00 ACQUIRED	20,969 30	19,068 75	1,900 55	0 00
PFIZER INC , COMMON STOCK, \$ 11 1/9 PAR					
SHARES	05-24-01 SOLD 04-04-00 ACQUIRED	30,091 99	28,005 25	2,086 74	0.00
SHARES	05-24-01 SOLD 04-06-00 ACQUIRED	21,494 29	19,061 25	2,433 04	0.00
SHARES	05-24-01 SOLD 04-11-00 ACQUIRED	34,390 85	32,206 00	2,184 85	0 00
SHARES	05-24-01 SOLD 05-22-00 ACQUIRED	42,988 56	44,195.00	1,206 44-	0.00
SOUTHWEST AIRLINES CO , COMMON STOCK, \$1 PAR					

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ACCOUNT NO 26-06218
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THE GAIN FOUNDATION - US TRUST

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	05-24-01 SOLD 04-19-00 ACQUIRED	14,204 52	10,441 25	3,763 27	0 00
SHARES	05-24-01 SOLD 04-28-00 ACQUIRED	28,409 05	21,497 50	6,911 55	0 00
SHARES	05-24-01 SOLD 05-11-00 ACQUIRED	14,204 53	11,191 25	3,013 28	0 00
SHARES	05-24-01 SOLD 05-17-00 ACQUIRED	28,409 05	21,070 00	7,339 05	0 00
TYCO INTL LTD NEW COM					
SHARES	05-24-01 SOLD 04-28-00 ACQUIRED	28,954 03	23,217 50	5,736 53	0 00
SHARES	05-24-01 SOLD 05-22-00 ACQUIRED	28,954 03	23,128 75	5,825 28	0 00
WAL-MART STORES, INC COMMON STOCK, \$ 10 PAR					
SHARES	05-24-01 SOLD 04-04-00 ACQUIRED	20,915 30	25,203 00	4,287 70-	0 00
SHARES	05-24-01 SOLD 04-11-00 ACQUIRED	20,915 30	25,303 00	4,387 70-	0 00

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THE GAIN FOUNDATION - US TRUST

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	05-24-01 SOLD	26,144 13	28,035 00	1,890 87-	0 00
SHARES	04-14-00 ACQUIRED				
SHARES	05-24-01 SOLD	15,686 47	16,799 25	1,112 78-	0 00
SHARES	04-28-00 ACQUIRED				
SHARES	05-24-01 SOLD	20,915 30	22,928 00	2,012 70-	0 00
SHARES	05-22-00 ACQUIRED				
#REORG AT&T CORP LIBERTY MEDIA CL A MAND EXCH TO LIBERTY MEDIA CORP 2474228 EFF 8/10/01					
SHARES,	07-12-01 SOLD	10,912 63	19,187 00	8,274 37-	0.00
SHARES	04-11-00 ACQUIRED				
SHARES	07-12-01 SOLD	24,943 17	38,483 76	13,540 59-	0 00
SHARES	04-14-00 ACQUIRED				
SHARES	07-12-01 SOLD	12,471 58	17,428 00	4,956 42-	0 00
SHARES	05-11-00 ACQUIRED				
SHARES	07-12-01 SOLD	24,943 16	32,056 00	7,112 84-	0 00
SHARES	05-22-00 ACQUIRED				
SHARES	07-12-01 SOLD	9,353 69	15,322 50	5,968 81-	0 00
SHARES	06-21-00 ACQUIRED				
SUB-TOTAL					
		2,140,983 37	2,259,230 07	118,246 70-	0 00
TOTAL LONG TERM CAPITAL GAIN/LOSS-					

ACCOUNT NO 26-06218
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION - US TRUST

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS	DESCRIPTION OF PROPERTY
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END OF SALES SCHEDULE

ACCOUNT NO 26-06218
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THE GAIN FOUNDATION - US TRUST

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

*** SUMMARY REPORT ***

SHORT TERM GAINS AND LOSSES

SHORT TERM GAINS AND LOSSES 481,035 54-

TOTAL SHORT TERM CAPITAL GAINS AND LOSSES 481,035 54-

LONG TERM GAINS AND LOSSES

NET LONG TERM CAPITAL GAINS AND LOSSES - 20 % 118,246 70-

NET LONG TERM CAPITAL GAINS AND LOSSES - 28 % 0 00

SUB TOTAL LONG TERM GAINS AND LOSSES 118,246 70-

TOTAL LONG TERM CAPITAL GAINS AND LOSSES 118,246 70-

RE

The Northern Trust Company
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ACCOUNT NO 26-07132
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION
 U S TRUST - DIVERSIFIED VALUE EQUITY

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	BASIS COST	GAIN/LOSS
SHORT TERM CAPITAL GAINS AND LOSSES				
HONEYWELL INTL INC COM STK				
SHARES	SOLD 01-04-01	48,250 88	34,997 50	13,253 38
	ACQUIRED 07-07-00			
WASHINGTON GROUP INTL INC COM				
SHARES	SOLD 02-27-01	124,807 51	98,020 00	26,787 51
	ACQUIRED 07-11-00			
SHARES	SOLD 02-27-01	19,201 16	22,513 80	3,312 64-
	ACQUIRED 08-07-00			
SHARES	SOLD 02-27-01	28,801 73	29,992 50	1,190 77-
	ACQUIRED 10-31-00			
SHARES	SOLD 02-27-01	19,201 16	17,350 00	1,851 16
	ACQUIRED 12-11-00			
CENTURYTEL INC COM ISIN US1567001060				
SHARES	SOLD 03-08-01	86,369 81	88,867 50	2,497 69-
	ACQUIRED 07-07-00			
SHARES	SOLD 03-08-01	28,789 94	29,310 00	520 06-
	ACQUIRED 07-11-00			

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THE GAIN FOUNDATION
 U S TRUST - DIVERSIFIED VALUE EQUITY

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES	SOLD 03-08-01 ACQUIRED 07-14-00	28,789 94	30,528 80	1,738 86-
ADR NEWS CORP LTD ADR NEW				
SHARES	SOLD 05-08-01 ACQUIRED 07-07-00	76,760 64	108,120.00	31,359 36-
SHARES	SOLD 05-08-01 ACQUIRED 05-08-01	38,380 31	52,685 00	14,304 69-
SHARES	SOLD 05-08-01 ACQUIRED 08-11-00	38,380 32	48,997.50	10,617 18-
SHARES.	SOLD 05-08-01 ACQUIRED 09-06-00	38,380 32	54,122 50	15,742 18-
SHARES.	SOLD 05-08-01 ACQUIRED 10-31-00	38,380 32	41,122 50	2,742 18-
SHARES	SOLD 05-08-01 ACQUIRED 12-11-00	38,380 32	34,685 00	3,695 32
SHARES	SOLD 05-08-01 ACQUIRED 03-27-01	38,380 31	32,710 00	5,670 31
SHARES	SOLD 05-08-01 ACQUIRED 04-18-01	76,760 64	70,640 00	6,120 64

ZIMMER HLDGS INC COM

ACCOUNT NO 26-07132
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION
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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES	08-10-01 SOLD	2,794 90	2,576 80	218 10
SHARES	08-10-01 SOLD	2,794 91	2,531.59	263 32
SHARES	08-10-01 SOLD	2,794 90	2,662.39	132 51
SHARES	08-10-01 SOLD	2,794 91	2,578 00	216 91
SHARES	08-10-01 SOLD	2,794 91	2,601 92	192 99
GLOBAL CROSSING LTD COM				
SHARES	10-04-01 SOLD	2,179 93	48,125 00	45,945 07-
SHARES	10-04-01 SOLD	2,179 92	33,120 00	30,940.08-
SHARES	10-04-01 SOLD	5,449 82	57,644 50	52,194 68-
AMR CORP., COMMON STOCK, \$1 PAR				

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY		DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES		10-09-01 SOLD	20,070 13	38,910 00	18,839 87-
		05-22-01 ACQUIRED			
SHARES		10-09-01 SOLD	40,140 25	68,640 00	28,499 75-
		06-27-01 ACQUIRED			
SHARES		10-09-01 SOLD	40,140 26	70,520 00	30,379 74-
		06-28-01 ACQUIRED			
HONEYWELL INTL INC COM STK		10-09-01 SOLD	56,483 71	74,033 00	17,549 29-
		08-03-01 ACQUIRED			
ADR NOKIA CORP SPONSORED ADR		10-15-01 SOLD	7,976 54	17,681 26	9,704,72-
SHARES:	430 62	01-11-01 ACQUIRED			
SHARES		10-15-01 SOLD	37,046,76	37,600 00	553 24-
		07-12-01 ACQUIRED			
SHARES	2,000 00	10-15-01 SOLD	55,570 14	52,440 00	3,130 14
		07-18-01 ACQUIRED			
SUB-TOTAL					
			1,049,227 30	1,306,327,06	257,099 76-
			1,049,227 30	1,306,327,06	257,099 76-
TOTAL SHORT TERM CAPITAL GAIN/LOSS-					
			1,049,227 30	1,306,327 06	257,099 76-
LONG TERM CAPITAL GAINS AND LOSSES					

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ACCOUNT NO 26-07132
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THE GAIN FOUNDATION
 U S TRUST - DIVERSIFIED VALUE EQUITY

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
ZIMMER HLDS INC COM	SOLD 08-10-01	5,589 81	5,580 82	8 99	0 00
SHARES	ACQUIRED 07-07-00				0 00
100.00	SOLD 08-10-01	2,794 91	2,582 82	212 09	0 00
SHARES	ACQUIRED 07-14-00				0 00
100 00	SOLD 08-10-01	2,794.91	2,537.61	257 30	0 00
SHARES	ACQUIRED 08-07-00				0 00
GLOBAL CROSSING LTD COM	SOLD 10-04-01	4,359 85	110,000 00	105,640 15-	0 00
SHARES	ACQUIRED 07-07-00				0 00
1,000 00	SOLD 10-04-01	1,089 96	30,125 00	29,035 04-	0 00
SHARES:	ACQUIRED 08-14-00				0 00
1,000 00	SOLD 10-04-01	1,089 96	30,062 50	28,972 54-	0 00
SHARES	ACQUIRED 08-17-00				0 00
AMR CORP , COMMON STOCK, \$1 PAR	SOLD 10-09-01	60,210 39	88,492 50	28,282 11-	0 00
SHARES:	ACQUIRED 07-07-00				0 00
3,000 00	SOLD 10-09-01				0 00

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	SOLD 10-09-01	10,035 06	16,061 25	6,026 19-	0 00
SHARES	ACQUIRED 07-14-00				0 00
SHARES	SOLD 10-09-01	10,035, 06	16,748 75	6,713 69-	0 00
SHARES	ACQUIRED 08-07-00				0 00
SHARES	SOLD 10-09-01	20,070 13	34,919 40	14,849 27-	0 00
SHARES	ACQUIRED 08-11-00				0 00
SHARES	SOLD 10-09-01	20,070 13	32,622 50	12,552 37-	0.00
SHARES	ACQUIRED 08-21-00				0.00
SHARES	SOLD 10-09-01	20,070 13	34,128 80	14,058 67-	0 00
SHARES	ACQUIRED 09-13-00				0 00
HONBYWELL INTL INC COM STK					
SHARES	SOLD 10-09-01	56,483 71	69,995 00	13,511 29-	0 00
SHARES	ACQUIRED 07-07-00				0 00
SHARES	SOLD 10-09-01	28,241 86	35,685 00	7,443 14-	0.00
SHARES	ACQUIRED 07-11-00				0.00
SHARES	SOLD 10-09-01	28,241 85	34,622 50	6,380 65-	0 00
SHARES	ACQUIRED 08-07-00				0 00
SHARES	SOLD 10-09-01	28,241 86	35,497 50	7,255 64-	0 00
SHARES	ACQUIRED 08-11-00				0 00

ACCOUNT NO 26-07132
 EMPLOYER I/D NO 76-0251558

THE GAIN FOUNDATION
 U S TRUST - DIVERSIFIED VALUE EQUITY
 FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES	10-09-01 SOLD	14,120 93	17,592 50	3,471 57-	0 00
SHARES	10-09-01 SOLD	14,120 93	20,655 00	6,534 07-	0 00
ADR NOKIA CORP SPONSORED ADR					
SHARES	10-15-01 SOLD	255,250 33	237,159 14	18,091 19	0 00
SHARES	10-15-01 SOLD	31,906 34	31,034 96	871 38	0.00
SHARES	10-15-01 SOLD	38,287 64	45,552 48	7,264 84-	0.00
SHARES	10-15-01 SOLD	2,066 99			
SHARES	09-27-99 ACQUIRED				
SUB-TOTAL					
TOTAL LONG TERM CAPITAL GAIN/LOSS-					
		653,105 75	931,656 03	278,550 28-	0 00
		653,105 75	931,656 03	278,550 28-	0 00

END OF SALES SCHEDULE

ACCOUNT NO 26-07132
 EMPLOYER I/D NO 76-0251558

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

THE GAIN FOUNDATION
 U S TRUST - DIVERSIFIED VALUE EQUITY

*** SUMMARY REPORT ***

SHORT TERM GAINS AND LOSSES

SHORT TERM GAINS AND LOSSES 257,099 76-

TOTAL SHORT TERM CAPITAL GAINS AND LOSSES 257,099 76-

LONG TERM GAINS AND LOSSES

NET LONG TERM CAPITAL GAINS AND LOSSES - 20 % 278,550 28-

NET LONG TERM CAPITAL GAINS AND LOSSES - 28 % 0 00

SUB TOTAL LONG TERM GAINS AND LOSSES 278,550 28-

TOTAL LONG TERM CAPITAL GAINS AND LOSSES 278,550 28-

RE

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-01 THROUGH 12-31-01

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHORT TERM CAPITAL GAINS AND LOSSES				
FNMA POOL # 0611313 5 5% DUE 10-01-2031 REG				
PAR VALUE	SOLD 12-05-01	3,349 52	3,265 26	84 26
	ACQUIRED 09-27-01			
FNMA POOL # 0253892 5 5% DUE 07-01-2031 REG				
PAR VALUE	SOLD 12-12-01	2,321.06	2,262 57	58.49
	ACQUIRED 09-27-01			
FNMA POOL # 0611313 5 5% DUE 10-01-2031 REG				
PAR VALUE	SOLD 12-26-01	2,286 94	2,229 41	57 53
	ACQUIRED 09-27-01			
SUB-TOTAL		7,957 52	7,757 24	200 28
TOTAL SHORT TERM CAPITAL GAIN/LOSS-		7,957 52	7,757 24	200 28

END OF SALES SCHEDULE

The Northern Trust Company
50 South LaSalle Street, Chicago, Illinois 60675
(312) 630-6000

02022 ACCOUNT NO 26-10884
AGH

FEDERAL SCHEDULE OF GAINS AND LOSSES
ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
01-01-01 THROUGH 12-31-01

*** SUMMARY REPORT ***

SHORT TERM GAINS AND LOSSES

NET SHORT TERM CAPITAL GAINS AND LOSSES 200 28

TOTAL SHORT TERM CAPITAL GAINS AND LOSSES 200 28

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

• If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ▶

• If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

Note Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time - Only submit original (no copies needed)

Note Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only ▶

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

Type or print	Name of Exempt Organization	Employer identification number
	THE GORDON AND MARY CAIN FOUNDATION	76-0251558
	Number, street, and room or suite no. If a P O box, see instructions	
File by the due date for filing your return See instructions	EIGHT GREENWAY PLAZA, NO. 702	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	HOUSTON, TX 77046	

Check type of return to be filed (file a separate application for each return)

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990 T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990 T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041 A | <input type="checkbox"/> Form 8870 |

• If the organization does not have an office or place of business in the United States, check this box ▶

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ▶ If it is for part of the group, check this box ▶ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-month, for 990-T corporation) extension of time until AUGUST 15, 2002 to file the exempt organization return for the organization named above The extension is for the organization's return for ▶ calendar year 2001 or ▶ tax year beginning _____, and ending _____

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990 PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions \$ 21,822.

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit \$ 52,103.

c Balance Due. Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions \$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form including accompanying schedules and statements, and to the best of my knowledge and belief, it is true correct and complete, and that I am authorized to prepare this form

Signature ▶ John M. Sullivan Title ▶ ASST SEC/TREAS Date ▶ 5.15.02
LHA For Paperwork Reduction Act Notice, see instruction Form 8868 (12-2000)